

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD NOVEMBER 28, 2022 THROUGH DECEMBER 31, 2022

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP.

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

**COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.**

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 02/27/2023
JOSHUA A. SUSSBERG Date

<p style="text-align: center;">SECTION I FEE SUMMARY</p>
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Summary of Amounts Requested for the Period

November 28, 2022, through December 31, 2022 (the “**Compensation Period**”)

Fee Total	\$2,253,997.00
Disbursement Total	\$51,104.64
Total Fees Plus Disbursements	\$2,305,101.64

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$0.00
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer Remaining:	\$529,673.00
Total Holdback:	\$0.00
Total Received by Applicant:	\$0.00

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Ziv Ben-Shahar	Associate	Restructuring	2022	57.70	\$660.00	\$38,082.00
Erin Bishop	Associate	Litigation - General	2017	32.20	\$1,035.00	\$33,327.00
Cade C. Boland	Associate	Litigation - General	2021	44.50	\$900.00	\$40,050.00
Trevor Eck	Associate	Restructuring	Pending	191.10	\$660.00	\$126,126.00
Will Guthrie	Associate	Corporate - M&A/Private Equity	2008	10.60	\$1,115.00	\$11,819.00
David Hackel	Associate	Restructuring	Pending	117.60	\$660.00	\$77,616.00
Aleschia D. Hyde	Associate	Litigation - General	2021	14.90	\$900.00	\$13,410.00
Rob Jacobson	Associate	Restructuring	2019	219.30	\$1,035.00	\$226,975.50
Elizabeth Helen Jones	Associate	Restructuring	2018	0.60	\$1,035.00	\$621.00
Katherine Karnosh	Associate	Taxation	2021	1.60	\$840.00	\$1,344.00
Mike James Koch	Associate	Restructuring	2020	82.80	\$660.00	\$54,648.00
Tom Kotlowski	Associate	ECEB - Executive Compensation	2020	0.50	\$910.00	\$455.00
Drew Maliniak	Associate	Corporate - Capital Markets	2019	3.30	\$1,170.00	\$3,861.00
Sarah R. Margolis	Associate	Restructuring	2021	97.70	\$910.00	\$88,907.00
Alex McCammon	Associate	Restructuring	2018	43.90	\$1,170.00	\$51,363.00
Brian Nakhaimousa	Associate	Restructuring	2021	172.80	\$910.00	\$157,248.00
Isabella J. Parette	Associate	Restructuring	Pending	189.90	\$660.00	\$125,334.00
Francis Petrie	Associate	Restructuring	2017	176.20	\$1,170.00	\$206,154.00
Margaret Reiney	Associate	Restructuring	2018	29.40	\$1,035.00	\$30,429.00
Jimmy Ryan	Associate	Restructuring	2022	68.20	\$795.00	\$54,219.00
Alexandra Schrader	Associate	Litigation - General	2021	16.10	\$900.00	\$14,490.00
Katie J. Welch	Associate	Litigation - General	2018	30.50	\$1,035.00	\$31,567.50
Mason N. Zurek	Associate	Restructuring	2021	37.70	\$910.00	\$34,307.00
Laura K. Riff	Of Counsel	Litigation - General	2011	139.70	\$1,245.00	\$173,926.50
Bob Allen, P.C.	Partner	Litigation - General	2012	19.80	\$1,425.00	\$28,215.00
Steven M. Cantor	Partner	Taxation	2017	2.20	\$1,305.00	\$2,871.00
Kate Vera Coverdale, P.C.	Partner	ECEB - Executive Compensation	2016	5.20	\$1,425.00	\$7,410.00
Susan D. Golden	Partner	Restructuring	1988	5.10	\$1,315.00	\$6,706.50
Shayne Henry	Partner	Litigation - General	2014	14.20	\$1,155.00	\$16,401.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	72.00	\$1,435.00	\$103,320.00
Casey McGushin	Partner	Litigation - General	2014	40.60	\$1,195.00	\$48,517.00
Christine A. Okike, P.C.	Partner	Restructuring	2009	114.90	\$1,640.00	\$188,436.00
Evangelia Podaras	Partner	ECEB - Labor/Employment	2016	4.80	\$1,235.00	\$5,928.00
William T. Pruitt	Partner	Litigation - General	2004	4.20	\$1,375.00	\$5,775.00

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	3.00	\$1,490.00	\$4,470.00
Michelle Six	Partner	Litigation - General	2005	7.50	\$1,345.00	\$10,087.50
Michael B. Slade	Partner	Litigation - General	1999	50.70	\$1,645.00	\$83,401.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	32.00	\$1,845.00	\$59,040.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	2.80	\$1,430.00	\$4,004.00
Nick Guisinger	Junior Paralegal	Litigation - General	N/A	1.10	\$265.00	\$291.50
Luke Spangler	Junior Paralegal	Restructuring	N/A	18.80	\$295.00	\$5,546.00
Lydia Yale	Junior Paralegal	Restructuring	N/A	10.00	\$295.00	\$2,950.00
Joanna Aybar	Paralegal	Corporate - M&A/Private Equity	N/A	1.70	\$365.00	\$620.50
Megan Bowsher	Paralegal	Litigation - General	N/A	1.20	\$365.00	\$438.00
Julia R. Foster	Paralegal	Restructuring	N/A	35.60	\$405.00	\$14,418.00
Meghan E. Guzaitis	Paralegal	Litigation - General	N/A	3.30	\$480.00	\$1,584.00
Alli Beckett	Conflicts Analyst	Conflicts Analysis	N/A	3.00	\$425.00	\$1,275.00
Megan Buenviaje	Litigation & Practice Tech Project Manager	Litigation - General	N/A	41.80	\$425.00	\$17,765.00
Michael Y. Chan	Conflicts Analyst	Conflicts Analysis	N/A	29.50	\$330.00	\$9,735.00
Marta Dudyan	Conflicts Analyst	Conflicts Analysis	N/A	18.60	\$285.00	\$5,301.00
Ricardo Guzman	Litigation & Practice Tech Project Manager	Litigation - General	N/A	18.00	\$425.00	\$7,650.00
Library Business Research	Research Specialist	Library Services	N/A	1.00	\$405.00	\$405.00
Eric Nyberg	Conflicts Analyst	Conflicts Analysis	N/A	52.00	\$285.00	\$14,820.00
John Sorrentino	FW Trial Setup Specialist II	Technology Support	N/A	0.80	\$420.00	\$336.00
TOTALS				2,394.20		\$2,253,997.00

**SECTION II
SUMMARY OF SERVICES**

Matter Number	Services Rendered	Hours	Fee
2	Chapter 11 Filing	177.40	\$174,250.00
3	Adversary Proceeding & Contested Matters	70.00	\$90,467.50
4	Automatic Stay Matters	6.30	\$6,548.00
5	Business Operations	1.40	\$1,805.50
6	Case Administration	131.00	\$116,952.00
7	Cash Management	32.80	\$33,508.00
8	Customer and Vendor Communications	49.90	\$44,731.00
9	Claims Administration and Objections	123.00	\$97,462.50
10	Official Committee Matters and Meetings	8.70	\$10,900.50
11	Use, Sale, and Disposition of Property	198.90	\$171,843.00
12	Corp., Governance, & Securities Matters	29.20	\$28,957.50
13	Employee Matters	300.10	\$319,659.00
15	SOFAs and Schedules	22.40	\$26,008.00
16	Hearings	67.70	\$80,478.00
17	Insurance and Surety Matters	4.60	\$6,431.00
18	Disclosure Statement, Plan, Confirmation	38.40	\$27,411.00
19	International Issues	28.00	\$25,551.00
20	K&E Retention and Fee Matters	345.50	\$234,534.50
21	Non-K&E Retention and Fee Matters	106.50	\$100,456.00
22	Tax Matters	22.20	\$21,692.00
23	Non-Working Travel	26.40	\$32,350.00
24	U.S. Trustee Communications & Reporting	41.50	\$45,110.00
25	Regulatory	270.10	\$279,100.50
29	Wallet Withdrawal Relief	292.20	\$277,790.50
SERVICES TOTALS		2,394.20	\$2,253,997.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Third Party Telephone Charges	\$18.00
Standard Copies or Prints	\$751.60
Color Copies or Prints	\$1,908.50
Scanned Images	\$0.00
Postage	\$9.89
Outside Messenger Services	\$48.30
Local Transportation	\$53.40
Travel Expense	\$2,000.00
Airfare	\$617.19
Transportation to/from airport	\$3,047.76
Travel Meals	\$214.36
Other Travel Expenses	\$42.00
Filing Fees	\$3,584.00
Other Court Costs and Fees	\$9,890.88
Outside Retrieval Service	\$24,298.00
Computer Database Research	\$3,126.00
Westlaw Research	\$78.35
Overtime Transportation	\$374.51
Overtime Meals - Attorney	\$79.42
Document Services Overtime	\$0.00
Rental Expenses	\$835.68
Overnight Delivery - Hard	\$126.80
DISBURSEMENTS TOTAL	\$51,104.64

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. *See* **Exhibit A**.
If limit on number of hours or other limitations to retention, set forth: n/a
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant facilitated the commencement of the chapter 11 cases through the filing of nine (9) voluntary petitions.
 - (b) The Applicant drafted, reviewed, revised and coordinated the filing of the Debtors' first day motions and first day declaration, as well as several other motions and applications, including motions for operational relief, approval of the Debtors' employee retention program, and applications for professional retentions.
 - (c) The Applicant prepared and filed the wallet withdrawal motion.
 - (d) The Applicant facilitated the commencement of the Debtors' sale processes.
 - (e) The Applicant negotiated with various constituents, including the Office of the United States Trustee, in connection with the relief requested, and assisted in achieving consensual resolutions of the first day motions.
 - (f) The Applicant attended and participated in the first day hearings.
 - (g) The Applicant worked with the joint provisional liquidators of BlockFi International Ltd. in connection with that company's wind up petition pending in the Supreme Court of Bermuda.
 - (h) The Applicant tended to others matters concerning administration of the chapter 11 cases.

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

- (i) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.²
- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: This is the first monthly fee statement.

² The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

Exhibit A

Retention Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
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HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
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kenric.kattner@haynesboone.com

Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹



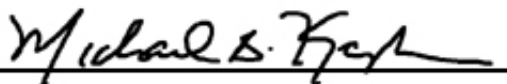
Order Filed on February 1, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

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Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
 - d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
 - e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
 - f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
 - g. advising the Debtors in connection with any potential sale of assets;
 - h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
 - i. advising the Debtors regarding tax matters;
 - j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
 - k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.
4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

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United States

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Facsimile:
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November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

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secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

KIRKLAND & ELLIS LLP

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therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.


Very truly yours,

KIRKLAND & ELLIS LLP

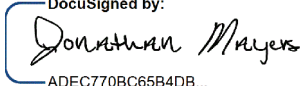
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By: 
Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:
By: 
Name: Jonathan Mayers
Title: General Counsel

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December 12, 2022
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SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.
BlockFi Cayman LLC
BlockFi Holding UK Limited
BlockFi International Ltd.
BlockFi Investment Products LLC
BlockFi Lending LLC
BlockFi Lending II LLC
BlockFi Services, Inc.
BlockFi Trading LLC
BlockFi UK Limited
BlockFi Ventures LLC
BlockFi Wallet LLC

KIRKLAND & ELLIS LLP**CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES***Effective 01/01/2022*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit B

Invoice

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074339
Client Matter: 54119-2

In the Matter of Chapter 11 Filing

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 174,250.00

Total legal services rendered

\$ 174,250.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	4.20	660.00	2,772.00
Cade C. Boland	0.20	900.00	180.00
Trevor Eck	11.90	660.00	7,854.00
Julia R. Foster	9.90	405.00	4,009.50
Susan D. Golden	0.30	1,315.00	394.50
David Hackel	15.20	660.00	10,032.00
Richard U. S. Howell, P.C.	5.00	1,435.00	7,175.00
Rob Jacobson	20.10	1,035.00	20,803.50
Mike James Koch	4.30	660.00	2,838.00
Alex McCammon	11.80	1,170.00	13,806.00
Casey McGushin	1.00	1,195.00	1,195.00
Brian Nakhaimousa	15.80	910.00	14,378.00
Christine A. Okike, P.C.	13.40	1,640.00	21,976.00
Isabella J. Parette	9.70	660.00	6,402.00
Francis Petrie	14.50	1,170.00	16,965.00
Margaret Reiney	16.50	1,035.00	17,077.50
Jimmy Ryan	4.90	795.00	3,895.50
Michael B. Slade	2.40	1,645.00	3,948.00
John Sorrentino	0.80	420.00	336.00
Luke Spangler	3.20	295.00	944.00
Josh Sussberg, P.C.	8.80	1,845.00	16,236.00
Lydia Yale	3.50	295.00	1,032.50
TOTALS	177.40		\$ 174,250.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Ziv Ben-Shahar	4.20	Research re creditor matrix motion precedent (1.9); revise first day pleadings for first day hearing (2.3).
11/28/22	Cade C. Boland	0.20	Conference with M. Slade, K&E team and witness re witness preparation re first day hearing.
11/28/22	Trevor Eck	10.50	Review, analyze first day declaration (1.0); research re creditor matrix motion (3.5); draft summary re same (2.8); review, analyze first day motions (1.2); research re Company valuation (.9); compile first day orders re first day hearing (1.1).
11/28/22	Julia R. Foster	8.70	Prepare materials for Chapter 11 filing (3.9); correspond with F. Petrie, K&E team re same (1.8); review, analyze materials re same (3.0).
11/28/22	Julia R. Foster	0.70	Research re New Jersey and Delaware hearing transcripts.
11/28/22	Susan D. Golden	0.30	Review revised language re waiving equity list in creditor matrix motion.
11/28/22	David Hackel	5.00	Research re precedent for first day motions (2.1); coordinate filing of same with J. Foster (2.9).
11/28/22	David Hackel	6.00	Prepare for first day hearings (3.9); revise talking points re same (2.1).
11/28/22	David Hackel	4.20	Review, analyze first day pleadings (.9); correspond with M. Koch, K&E team re same (3.3).
11/28/22	Richard U. S. Howell, P.C.	5.00	Prepare for first day hearing including witness preparation, review pleadings and review first day presentation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Rob Jacobson	17.00	Review, revise first day motions (3.9); correspond with F. Petrie, K&E team, Haynes and Boone team re same (.6); draft joint administration motion (1.2); review, revise first day hearing presentation (5.2); review, analyze first day declaration re same (1.0); conference with J. Sussberg re first day hearing presentation (.4); prepare for J. Sussberg conference re same (.9); correspond with Company, advisors re same (.8); conference with Company, advisors re first day hearing presentation (.5); prepare for Company conference re same (.2); review, analyze hearing logistics in Trenton (.9); review, comment on first day motions (.7); compile first day motions to prepare binders for first day hearing (.7).
11/28/22	Mike James Koch	4.30	Review, analyze precedent re creditor matrix motion (3.6); compile pleadings in preparation for first day hearing(.3); review same (.4).
11/28/22	Alex McCammon	11.80	Conferences with F. Petrie, K&E team, Haynes and Boone, Cole Schotz re chapter 11 filing (3.0); coordinate filing of chapter 11 pleadings (2.8); conference with J. Sussberg, K&E team, Company, other advisors re first day presentation (.5); review hearing transcripts re creditor matrix redaction motions (.5); conference with R. Jacobson re first day hearing presentation (.1); conferences with F. Petrie, K&E team, Haynes and Boone, Cole Schotz re U.S. Trustee comments on first-day orders (3.5); prepare for first-day hearing (1.4).
11/28/22	Casey McGushin	1.00	Conference with witness re preparation session for first day witness.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Brian Nakhaimousa	12.80	Correspond with Company re first day motion diligence item (.8); correspond and conference with Berkeley Research Group re diligence materials (3.0); review first day pleadings, first day orders (3.9); correspond with F. Petrie, K&E team re same (.5); multiple conferences with F. Petrie, K&E team re same (2.6); correspond with Company, Berkeley Research Group, Haynes and Boone, Cole Schotz re filing (.5); conference with Company, Berkeley Research Group, Haynes and Boone, Cole Schotz re filing (.5); prepare pleadings and for filing (1.0).
11/28/22	Christine A. Okike, P.C.	13.10	Coordinate filing with Company, Cole Schotz, Haynes and Boone, C Street and K&E teams (3.6); review first day motions (2.0); prepare for first day hearing (1.8); draft first day script (2.6); telephone conference with Berkeley Research Group and K&E teams re first day hearing (3.1).
11/28/22	Christine A. Okike, P.C.	0.30	Conference with Company, Haynes and Boone, C Street, F. Petrie, K&E teams re first day hearing and next steps.
11/28/22	Isabella J. Paretti	9.70	Review first day pleadings (3.9); revise same (2.9); analyze strategic considerations re same (2.9).
11/28/22	Francis Petrie	14.50	Prepare first day pleadings for chapter 11 filing (3.9); file cases (3.9); prepare first day pleadings and presentation for first day hearing (3.9); correspond with C. Okike, K&E team re same (2.8).
11/28/22	Margaret Reiney	16.50	Draft, review, revise first day pleadings for filing (3.9); correspond with Company, K&E team re same (3.6); prepare first day hearing materials (3.7); draft and revise talking points re same (3.1); correspond with F. Petrie, K&E team re same (2.2).
11/28/22	Jimmy Ryan	2.30	Review, revise first day pleadings for filing (1.8); correspond with B. Nakhaimousa, K&E team re same (.5).
11/28/22	Jimmy Ryan	2.60	Correspond with B. Nakhaimousa, K&E team re first day hearing preparation (.4); research re same (.9); prepare for same (1.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Michael B. Slade	1.00	Telephone conference with witness re witness preparation.
11/28/22	Michael B. Slade	1.40	Review first day motions to prepare for hearing.
11/28/22	John Sorrentino	0.80	Correspond with M. Reiney re first day hearing logistics.
11/28/22	Luke Spangler	2.00	Correspond with F. Petrie, K&E team re chapter 11 filing.
11/28/22	Luke Spangler	0.70	Correspond with M. Koch re first day precedent.
11/28/22	Luke Spangler	0.50	Correspond with F. Petrie, K&E team re recently filed pleadings.
11/28/22	Josh Sussberg, P.C.	8.80	Prepare for first day hearing (3.0); prepare for chapter 11 filing (.9); review and revise first day presentation (2.0); telephone conference with Company re same (.3); telephone conference with C Street team and Haynes and Boone team re filing status (.2); telephone conference with Company re filing status (.3); telephone conference with independent directors, Berkeley Research Group and Moelis re cryptocurrency overview for first day presentation (1.5); review pleadings, talking points, presentation to prepare for hearing (.2); conference with R. Jacobsen re first day presentation (.4).
11/28/22	Lydia Yale	3.50	Prepare pleadings for Chapter 11 filing.
11/29/22	Trevor Eck	1.40	Review, analyze first day motions and orders.
11/29/22	Rob Jacobson	3.10	Review, revise first day hearing presentation (2.4); correspond with Z. Ben-Shahar, K&E team re same (.5); correspond with J. Sussberg re same (.2).
11/29/22	Brian Nakhaimousa	2.70	Telephone conference with Haynes and Boone team, U.S. Trustee, F. Petrie and K&E team re U.S. Trustee comments to first day motions (.5); review, revise first day orders re same (1.5); correspond with Cole Schotz, F. Petrie, M. Reiney, R. Jacobson re same (.7).
11/30/22	Julia R. Foster	0.50	Correspond with F. Petrie re revised first day motions and orders.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Brian Nakhaimousa	0.30	Correspond with F. Petrie, Haynes and Boone, Kroll re notice of first day orders.
Total		177.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074340
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 90,467.50

Total legal services rendered

\$ 90,467.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan Buenviaje	1.30	425.00	552.50
Kate Vera Coverdale, P.C.	0.80	1,425.00	1,140.00
Julia R. Foster	0.40	405.00	162.00
Susan D. Golden	0.80	1,315.00	1,052.00
Meghan E. Guzaitis	0.60	480.00	288.00
Ricardo Guzman	2.30	425.00	977.50
Richard U. S. Howell, P.C.	38.20	1,435.00	54,817.00
Aleschia D. Hyde	1.50	900.00	1,350.00
Rob Jacobson	1.20	1,035.00	1,242.00
Elizabeth Helen Jones	0.60	1,035.00	621.00
Alex McCammon	1.00	1,170.00	1,170.00
Christine A. Okike, P.C.	2.10	1,640.00	3,444.00
Isabella J. Paretti	2.70	660.00	1,782.00
Francis Petrie	2.70	1,170.00	3,159.00
Laura K. Riff	8.10	1,245.00	10,084.50
Michelle Six	1.00	1,345.00	1,345.00
Michael B. Slade	4.00	1,645.00	6,580.00
Luke Spangler	0.20	295.00	59.00
Josh Sussberg, P.C.	0.20	1,845.00	369.00
Mason N. Zurek	0.30	910.00	273.00
TOTALS	70.00		\$ 90,467.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Laura K. Riff	8.10	Review background materials re custodian interviews (2.8); conference with B. Kelly re data collection (1.5); conference with R. Fried re data collection (.8); correspond with K&E team re Company document collection (1.2); review and analyze background materials re Company entity (.8); develop document collection strategy (1.0).
11/28/22	Michelle Six	1.00	Correspond with F. Petrie, K&E team re mobile device collection strategies (.3); manage mobile device message application collection (.7).
11/29/22	Richard U. S. Howell, P.C.	1.20	Review and revise draft research, memos, pleadings re contested bankruptcy matters.
11/29/22	Richard U. S. Howell, P.C.	1.00	Correspond with A. Hyde, K&E team re potential litigation and restructuring issues.
11/29/22	Richard U. S. Howell, P.C.	0.70	Conference with F. Petrie, K&E team re litigation strategy re second day hearing.
11/29/22	Aleschia D. Hyde	1.00	Review, analyze Company declaration re contested bankruptcy matter (.7); conference with M. Slade re same (.3).
11/30/22	Richard U. S. Howell, P.C.	1.80	Review presentation background materials re contested bankruptcy matters (.4); review materials, including pleadings re FTX bankruptcy (.5); prepare correspondence to F, Petrie, K&E team re potential litigation issues (.9).
11/30/22	Richard U. S. Howell, P.C.	0.90	Conference with F. Petrie, K&E team re Company strategy following first day hearing (.5); correspond with F. Petrie, K&E team re same (.4).
11/30/22	Christine A. Okike, P.C.	0.90	Analyze issues re FTX.
12/01/22	Richard U. S. Howell, P.C.	4.10	Conference with F. Petrie, K&E team re potential litigation issues going forward (2.3); review and draft materials, including memos, pleadings re same (1.1); review correspondence from F. Petrie re open litigation items (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/22	Richard U. S. Howell, P.C.	2.30	Conference with Company, M. Slade, C. Okike re second day hearing issues and potential litigation issues (.8); review correspondence from M. Slade re open litigation and restructuring issues (.7); review materials re FTX (.8).
12/02/22	Alex McCammon	1.00	Conference with Company, M. Slade, R. Howell, F. Petrie re litigation and bankruptcy.
12/02/22	Christine A. Okike, P.C.	1.00	Telephone conference with Company and R. Howell, K&E team re contested bankruptcy issues.
12/02/22	Francis Petrie	1.70	Correspond with Company re suggestion of bankruptcy (.5); telephone conference with Company re litigation strategy (1.0); prepare for same (.2).
12/02/22	Michael B. Slade	0.60	Telephone conference with R. Howell re document collection for investigation (.2); correspond with R. Howell and K&E team re same (.4).
12/03/22	Megan Buenviaje	1.00	Revise, review workflow settings re document collection (.5); correspond with L. Riff, K&E team re same (.5).
12/04/22	Megan Buenviaje	0.30	Revise, review workflow settings re document collection.
12/04/22	Richard U. S. Howell, P.C.	0.70	Review correspondence from M. Slade re open potential litigation issues (.4); review and revise draft declaration re contested bankruptcy matter (.3).
12/05/22	Richard U. S. Howell, P.C.	1.30	Draft, review correspondence to M. Slade re open litigation issues (.8); review and provide comments to draft materials re contested bankruptcy matters (.5).
12/05/22	Isabella J. Paretti	0.30	Correspond with C. Terry and M. Willis re FTX hearing logistics.
12/06/22	Richard U. S. Howell, P.C.	3.20	Conference with Company, M. Slade, K&E teams re diligence requests and preparation for second day hearing (1.7); review correspondence from M. Slade re same (.8); review draft declaration and related materials (.3); review materials re FTX (.4).
12/07/22	Richard U. S. Howell, P.C.	0.70	Prepare correspondence re open litigation and restructuring issues (.4); review same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Kate Vera Coverdale, P.C.	0.50	Telephone conference with Company re document collection.
12/08/22	Kate Vera Coverdale, P.C.	0.30	Telephone conference with Company, Deloitte, M. Slade, K&E team re work in process and next steps.
12/08/22	Richard U. S. Howell, P.C.	1.00	Prepare correspondence re open litigation and restructuring issues (.5); review same (.3); review and revise draft materials re same (.2).
12/08/22	Michael B. Slade	0.50	Telephone conference with K. Coverdale, Deloitte team re work in process and next steps.
12/09/22	Meghan E. Guzaitis	0.30	Compile case documents for attorney review.
12/09/22	Richard U. S. Howell, P.C.	2.00	Review research, memos, pleadings re open litigation issues (.4); review correspondence from M. Slade re KERP and other second day hearing issues (.8); telephone conference with M. Slade, K&E team to develop litigation strategy (.3); prepare for same (.2); review diligence requests and provide comments to same (.3).
12/11/22	Christine A. Okike, P.C.	0.20	Correspond with Company re Antigua proceeding.
12/12/22	Richard U. S. Howell, P.C.	0.40	Prepare and review correspondence to F. Petrie, K&E team re open restructuring issues.
12/12/22	Aleschia D. Hyde	0.50	Conference with L. Riff re BlockFi document review.
12/12/22	Michael B. Slade	0.30	Telephone conference with Z. Prince, F. Marquez and others re update on ongoing litigation matters.
12/13/22	Richard U. S. Howell, P.C.	0.50	Review and revise draft pleadings for contested matter.
12/13/22	Michael B. Slade	0.30	Telephone conference with Z. Prince, R. Kanowitz and F. Petrie, K&E team re case update, litigation process.
12/14/22	Susan D. Golden	0.80	Review FTX objections to proposed redactions in FTX case (.6); correspond with F. Petrie and R. Jacobson re strategy re contested redaction relief (.2).
12/15/22	Richard U. S. Howell, P.C.	0.50	Conference with F. Petrie, K&E team re contested bankruptcy matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Richard U. S. Howell, P.C.	0.90	Review responses to diligence requests (.5); review correspondence from M. Slade re open litigation issues (.4).
12/16/22	Richard U. S. Howell, P.C.	0.40	Review correspondence from M. Slade re open litigation and restructuring issues.
12/18/22	Richard U. S. Howell, P.C.	0.60	Review correspondence from F. Petrie re open restructuring and potential litigation issues (.4); review diligence requests re same (.2).
12/19/22	Julia R. Foster	0.40	Research precedent re Celsius redaction briefing re requested redaction relief.
12/19/22	Isabella J. Parette	2.40	Research pleadings, news re Emergent Fidelity Technologies adversary proceeding (1.6); draft, revise memorandum re same (.5); correspond with F. Petrie and R. Jacobson re same (.3).
12/19/22	Michael B. Slade	0.30	Telephone conference with Haynes and Boone and F. Petrie, K&E teams re privilege issues.
12/19/22	Luke Spangler	0.20	Compile precedent re redaction disputes.
12/20/22	Ricardo Guzman	2.30	Review, analyze materials re document selection, production documents and quality control process (2.0); correspond with L. Riff and M. Buenviaje re project updates (.3).
12/20/22	Richard U. S. Howell, P.C.	3.30	Conference with F. Petrie, K&E teams re open potential litigation issues and related issues (1.3); review and revise draft pleadings for contested matter (2.0).
12/20/22	Elizabeth Helen Jones	0.60	Telephone conference with F. Petrie, K&E team, Haynes & Boone re redaction motion.
12/20/22	Francis Petrie	0.40	Telephone conference with Haynes and Boone re redaction motion, argument strategy.
12/20/22	Mason N. Zurek	0.30	Telephone conference with F. Petrie, J. Chavez re redaction motion.
12/22/22	Meghan E. Guzaitis	0.30	Review documents re contested bankruptcy matters.
12/22/22	Richard U. S. Howell, P.C.	0.50	Telephone conference with M. Slade to develop litigation strategy.
12/22/22	Richard U. S. Howell, P.C.	2.20	Prepare pleadings re second day hearing and related motions (.7); review same (.5); review correspondence to M. Slade re same (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Michael B. Slade	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re recent filings.
12/22/22	Josh Sussberg, P.C.	0.20	Correspond re FTX pleading and response.
12/23/22	Richard U. S. Howell, P.C.	1.20	Telephone conference with F. Petrie, K&E team re draft pleadings for contested matter (.7); review correspondence from F. Petrie, K&E team re same (.5).
12/23/22	Michael B. Slade	0.40	Telephone conference with Company re upcoming filings.
12/28/22	Richard U. S. Howell, P.C.	0.90	Review correspondence to M. Slade re open restructuring and potential litigation issues.
12/28/22	Richard U. S. Howell, P.C.	1.80	Review filed pleadings in preparation for second day hearing (.8); review, revise draft declarations and other documents re second day hearing (1.0).
12/28/22	Francis Petrie	0.60	Telephone conference with J. Sussberg, K&E team re adversary proceeding, deadlines.
12/29/22	Richard U. S. Howell, P.C.	0.30	Review correspondence from F. Petrie re open litigation items.
12/29/22	Richard U. S. Howell, P.C.	2.00	Revise draft declarations and other supporting pleadings re second day hearing.
12/29/22	Rob Jacobson	1.20	Review, analyze first day orders re deadlines, adjournment issues.
12/29/22	Michael B. Slade	1.10	Review and edit declaration re bankruptcy contested matter.
12/30/22	Richard U. S. Howell, P.C.	1.00	Review and revise draft declarations and additional supporting documents re contested matter (.8); conference with F. Petrie, K&E team re outstanding litigation issues (.2).
12/31/22	Richard U. S. Howell, P.C.	0.80	Review correspondence from F. Petrie re open potential litigation issues.
Total		70.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074341
Client Matter: 54119-4

In the Matter of Automatic Stay Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 6,548.00

Total legal services rendered

\$ 6,548.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	4.30	900.00	3,870.00
Richard U. S. Howell, P.C.	1.20	1,435.00	1,722.00
Casey McGushin	0.80	1,195.00	956.00
TOTALS	6.30		\$ 6,548.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Cade C. Boland	2.60	Draft presentation re automatic stay.
11/28/22	Casey McGushin	0.80	Review and revise presentation for Company re automatic stay issues.
12/01/22	Cade C. Boland	0.70	Draft presentation re automatic stays.
12/02/22	Cade C. Boland	1.00	Telephone conference with Company, F. Petrie, K&E team re automatic stay.
12/02/22	Richard U. S. Howell, P.C.	1.20	Conference with C. Boland, C. McGushin re automatic stay issues and potential litigation issues.
Total		6.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074342
Client Matter: 54119-5

In the Matter of Business Operations

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 1,805.50

Total legal services rendered

\$ 1,805.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.50	1,640.00	820.00
Francis Petrie	0.40	1,170.00	468.00
Margaret Reiney	0.50	1,035.00	517.50
TOTALS	1.40		\$ 1,805.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/22	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team, Haynes and Boone re second day pleadings.
12/08/22	Francis Petrie	0.40	Draft correspondence to Haynes and Boone and Company re chapter 11 operations.
12/09/22	Christine A. Okike, P.C.	0.50	Telephone conference with C Street, F. Petrie and K&E teams re business operations.
Total		1.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074343
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 116,952.00

Total legal services rendered

\$ 116,952.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	2.50	660.00	1,650.00
Kate Vera Coverdale, P.C.	0.50	1,425.00	712.50
Trevor Eck	33.90	660.00	22,374.00
Julia R. Foster	8.00	405.00	3,240.00
David Hackel	4.60	660.00	3,036.00
Rob Jacobson	11.90	1,035.00	12,316.50
Mike James Koch	1.40	660.00	924.00
Tom Kotlowski	0.50	910.00	455.00
Sarah R. Margolis	3.80	910.00	3,458.00
Alex McCammon	2.10	1,170.00	2,457.00
Brian Nakhaimousa	13.60	910.00	12,376.00
Christine A. Okike, P.C.	10.90	1,640.00	17,876.00
Isabella J. Parette	7.70	660.00	5,082.00
Francis Petrie	5.30	1,170.00	6,201.00
Jimmy Ryan	4.70	795.00	3,736.50
Michael B. Slade	4.70	1,645.00	7,731.50
Luke Spangler	4.20	295.00	1,239.00
Josh Sussberg, P.C.	3.50	1,845.00	6,457.50
Lydia Yale	1.50	295.00	442.50
Mason N. Zurek	5.70	910.00	5,187.00
TOTALS	131.00		\$ 116,952.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/22	Tom Kotlowski	0.50	Conference with F. Petrie, K&E team re work in process.
11/29/22	Luke Spangler	0.10	Correspond with F. Petrie, K&E team re filed pleadings.
11/29/22	Josh Sussberg, P.C.	0.10	Review correspondence from F. Petrie re work in process.
11/29/22	Josh Sussberg, P.C.	0.50	Conference with J. Henes re communications status and next steps (.2); correspond with M. Sirota re same (.1); conference with T. Lauro re status (.1); correspond with Company re Company status (.1).
11/30/22	Julia R. Foster	0.50	Review PACERPro notifications re K&E team updates.
11/30/22	Brian Nakhaimousa	0.50	Conference with F. Petrie, M. Reiney, Haynes and Boone team re next steps.
11/30/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes & Boone and F. Petrie, K&E teams re case strategy.
11/30/22	Isabella J. Paretti	0.50	Conference with B. Nakhaimousa re work in process (.3); review, analyze procedures re case management (.2).
11/30/22	Francis Petrie	0.70	Telephone conference with Haynes and Boone team re work in process (.4); correspond with R. Jacobson, K&E team re same (.3).
11/30/22	Jimmy Ryan	0.20	Correspond with M. Koch, K&E team re case management procedures.
11/30/22	Luke Spangler	0.20	Review recently filed pleadings (.1); compile recently filed pleadings for distribution to F. Petrie and K&E team re same (.1).
11/30/22	Josh Sussberg, P.C.	1.10	Telephone conference with Company, R. Kanowitz and J. Henes re work in process and next steps (.4); correspond with Company, R. Kanowitz, J. Henes re same (.3); listen to SBF interview (.4).
12/01/22	Ziv Ben-Shahar	0.70	Review case updates and related materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Trevor Eck	9.90	Draft post-petition work in process materials (3.1); research re same (.8); telephone conference with Company, B. Nakhaimousa, and K&E team re upcoming deadlines (.3); conference with B. Nakhaimousa, J. Ryan re same (.2); review, analyze re case management procedures (1.3); review, analyze precedent re same (1.5); draft case management procedures summary and comparison chart re same (2.7).
12/01/22	David Hackel	0.30	Review, analyze case status (.2); correspond with B. Nakhaimousa re same (.1).
12/01/22	Brian Nakhaimousa	2.20	Conference with Haynes and Boone team, F. Petrie, K&E team and Company re next steps re diligence materials (.4); correspond with R. Jacobson re diligence open items (.1); review, revise diligence materials (.2); review, revise work in process materials (1.3); correspond with T. Eck re same (.2).
12/01/22	Jimmy Ryan	0.60	Conference with B. Nakhaimousa, K&E team, Company and Haynes and Boone team re next steps.
12/01/22	Luke Spangler	0.30	Compile recently filed pleadings (.1); correspond with J. Foster re same (.2).
12/01/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re miscellaneous matters and motions.
12/02/22	Trevor Eck	4.50	Review, revise work in process materials (.9); research upcoming deadlines re same (1.7); review, analyze precedent case management procedures (1.4); draft summary of findings re same (.5).
12/02/22	Julia R. Foster	0.30	Review, revise pleading template.
12/02/22	Brian Nakhaimousa	1.30	Review, revise work in process materials (1.1); correspond with T. Eck re same (.2).
12/02/22	Michael B. Slade	1.00	Telephone conference with Company counsel team and R. Howell re next steps.
12/02/22	Luke Spangler	0.10	Review recently filed pleadings.
12/04/22	Trevor Eck	1.00	Review, revise work in process materials.
12/05/22	Ziv Ben-Shahar	0.70	Conference with R. Jacobson, K&E team re work in process.
12/05/22	Kate Vera Coverdale, P.C.	0.50	Telephone conference with Company re case status.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Trevor Eck	5.70	Review, revise work in process chart re tracking current workstreams (1.8); telephone conference with R. Jacobson, K&E team re work in process (.5); research case management procedures re rules for uncontested revised orders (2.6); correspond with R. Jacobson, B. Nakhaimousa and M. Koch re same (.5); draft summary re case management procedures (.3).
12/05/22	David Hackel	0.70	Conference with R. Jacobson, K&E team re work in process (.5); prepare for same (.2).
12/05/22	Rob Jacobson	1.20	Review, revise work in process materials (.7); telephone conference with F. Petrie, K&E team re case updates (.5).
12/05/22	Mike James Koch	0.50	Research local rules re revised form of orders (.2); correspond with T. Eck, B. Nakhaimousa re same (.3).
12/05/22	Alex McCammon	0.30	Correspond with Haynes and Boone, F. Petrie, K&E team re next steps.
12/05/22	Brian Nakhaimousa	1.20	Telephone conference with R. Jacobson, K&E team re work in process and next steps (.5); review, revise work in process materials (.5); correspond with T. Eck re same (.2).
12/05/22	Isabella J. Paretti	0.70	Conference with R. Jacobson and K&E team re work in process.
12/05/22	Jimmy Ryan	0.70	Conference with R. Jacobson, K&E team re work in process and next steps.
12/05/22	Luke Spangler	0.10	Review docket re filed pleadings and upload to the DMS.
12/06/22	Trevor Eck	1.60	Revise, update work in process materials (1.1); telephone conference with F. Petrie, K&E team re work in process (.5).
12/06/22	Julia R. Foster	0.50	Conference with F. Petrie, K&E team re work in process.
12/06/22	David Hackel	0.50	Conference with R. Jacobson, K&E team re work in process.
12/06/22	Rob Jacobson	0.70	Conference with K&E team re work in process, next steps (.5); prepare for same (.1); review, comment on work in process materials (.1).
12/06/22	Sarah R. Margolis	0.70	Conference with F. Petrie re work in process (.5); conference with F. Petrie re case status (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/06/22	Alex McCammon	1.00	Correspond with F. Petrie, K&E team re work in process (.4); prepare for same (.6).
12/06/22	Brian Nakhaimousa	0.80	Conference with F. Petrie, K&E team re work in process, next steps (.5); review, revise work in process materials (.3).
12/06/22	Christine A. Okike, P.C.	0.40	Telephone conference with F. Petrie, K&E team re key work streams.
12/06/22	Isabella J. Paretti	0.50	Conference with F. Petrie, K&E team re work in process.
12/06/22	Francis Petrie	1.40	Telephone conference with R. Jacobson, K&E team re work in process (.4); telephone conference with C. Okike, A. McCammon re same (.5); telephone conference with Haynes and Boone team re workstream coordination (.3); conference with K&E team re same (.2).
12/06/22	Jimmy Ryan	0.40	Conference with F. Petrie, K&E team re work in process and next steps.
12/06/22	Luke Spangler	0.50	Conference with R. Jacobson, K&E team re work in process (.4); review docket re filed pleadings (.1).
12/06/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re work in process.
12/06/22	Lydia Yale	0.40	Conference with F. Petrie, K&E team re work in process.
12/07/22	Trevor Eck	0.20	Review, revise status materials re work in process.
12/07/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes & Boone and F. Petrie, K&E teams re key work streams.
12/07/22	Michael B. Slade	0.70	Telephone conference with Company re litigation issues (.3); conference with Company re status update (.4).
12/07/22	Luke Spangler	0.10	Compile recently filed pleadings.
12/07/22	Josh Sussberg, P.C.	0.10	Telephone conference with J. Mayers re case status.
12/08/22	Trevor Eck	0.40	Review, revise work in process materials.
12/08/22	Julia R. Foster	2.10	Draft attorney fund forms re pro hac vice motions for J. Sussberg, C. Okike, R. Howell, M. Slade, C. McGushin, F. Petrie and A. McCammon (1.3); correspond with R. Hollander re same (.4); coordinate pro hac fees re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Francis Petrie	0.50	Telephone conference with Haynes and Boone team re ongoing workstreams.
12/08/22	Luke Spangler	0.10	Compile recently filed pleadings.
12/08/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team, Company re case status.
12/08/22	Mason N. Zurek	1.10	Telephone conference with F. Petrie re case status (.1); review and analyze docket entries (1.0).
12/09/22	Ziv Ben-Shahar	0.20	Conference with R. Jacobson, K&E team re case status, updates.
12/09/22	Trevor Eck	0.70	Telephone conference with R. Jacobson, K&E team re workstream status updates (.2); review, revise workstream materials re same (.3); research case management procedures re same (.2).
12/09/22	David Hackel	0.30	Conference re work in process with R. Jacobson, K&E team (.2); prepare for same (.1).
12/09/22	Rob Jacobson	1.00	Conference with F. Petrie, K&E team re work in process, next steps (.2); prepare for same (.3); conference with Company, H&B team, Berkeley Research Group team re diligence updates (.5).
12/09/22	Sarah R. Margolis	0.30	Correspond with T. Eck re work in process (.1); conference with R. Jacobson, K&E team re work in process (.2).
12/09/22	Brian Nakhaimousa	1.20	Conference with F. Petrie, K&E team, Company, Berkeley Research Group, Haynes and Boone re next steps, diligence (.8); conference with R. Jacobson, K&E team re next steps (.4).
12/09/22	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
12/09/22	Isabella J. Paretti	0.40	Conference with R. Jacobson and K&E team re work in process.
12/09/22	Jimmy Ryan	0.40	Conference with R. Jacobson, K&E team re work in process and next steps.
12/11/22	Christine A. Okike, P.C.	1.00	Review materials re all hands team conference.
12/12/22	Trevor Eck	0.40	Revise, update workstream status materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Julia R. Foster	0.40	Correspond with S. Margolis re docket updates.
12/12/22	Rob Jacobson	1.40	Review, comment on work in process materials (.8); review, analyze key dates materials (.6).
12/12/22	Christine A. Okike, P.C.	0.40	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re key work streams.
12/12/22	Luke Spangler	0.10	Compile recently filed pleadings.
12/12/22	Josh Sussberg, P.C.	0.40	Attend daily management check-in with advisors (.3); correspond with F. Petrie, K&E team re status (.1).
12/13/22	Ziv Ben-Shahar	0.50	Conference with F. Petrie, K&E team re case updates, work in process.
12/13/22	Trevor Eck	0.90	Update, revise workstream status update materials (.3); telephone conference with F. Petrie, K&E team re work in process and strategy (.6).
12/13/22	Julia R. Foster	0.50	Conference with R. Jacobson, K&E team re work in process.
12/13/22	David Hackel	0.50	Conference with F. Petrie, K&E team re work in process.
12/13/22	Rob Jacobson	0.80	Conference with F. Petrie, K&E team re work in process, next steps (.5); prepare for same (.3).
12/13/22	Rob Jacobson	0.30	Conference with Haynes and Boone team, F. Petrie, K&E team re coordination (.2); prepare for same (.1).
12/13/22	Mike James Koch	0.50	Conference with R. Jacobson, K&E team re work in process and next steps.
12/13/22	Sarah R. Margolis	0.80	Review, revise work in process (.2); correspond with T. Eck re same (.1); conference with F. Petrie, K&E team re work in process (.5).
12/13/22	Alex McCammon	0.40	Conference with R. Jacobson, K&E team re work in process.
12/13/22	Brian Nakhaimousa	0.90	Review, revise work in process materials (.4); conference with F. Petrie, K&E team re work in process and next steps (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams (.4); telephone conference with Haynes and Boone and K&E teams re coordination re same (.2).
12/13/22	Isabella J. Paretti	0.90	Conference with F. Petrie and K&E team re work in process (.5); conference with F. Petrie and B. Nakhaimousa re specific work streams (.4).
12/13/22	Francis Petrie	0.90	Conference with R. Jacobson, K&E team re work in process (.4); telephone conference with Haynes and Boone team re status, coordination (.5).
12/13/22	Jimmy Ryan	0.30	Conference with F. Petrie, K&E team re work in process and next steps (partial).
12/13/22	Luke Spangler	0.50	Conference with F. Petrie, K&E team re work in process.
12/13/22	Josh Sussberg, P.C.	0.20	Telephone conference with S. Vogel re case status (.1); correspond with Company re work in process matters (.1).
12/13/22	Lydia Yale	0.50	Conference with F. Petrie, K&E team re work in process.
12/13/22	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process (.4); review work in process materials (.2).
12/14/22	Trevor Eck	0.40	Review, revise work in process materials (.1); research upcoming deadlines, local rules re same (.3).
12/14/22	Alex McCammon	0.40	Correspond with C. Okike, F. Petrie re case updates (.2); telephone conference with same re same (.1); prepare for same (.1).
12/14/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re key work streams.
12/14/22	Isabella J. Paretti	0.20	Correspond with D. Hackel re work in process.
12/14/22	Michael B. Slade	0.60	Telephone conference with counsel for Company re next steps (.3); telephone conference with Company re work in process (.3).
12/14/22	Luke Spangler	0.10	Review case docket for newly filed pleadings.
12/15/22	Trevor Eck	0.10	Correspond with R. Jacobson, K&E team re workstream status updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie K&E teams re key work streams.
12/16/22	Trevor Eck	0.50	Telephone conference with R. Jacobson, K&E team re work in process (.3); revise, update workstream status materials (.2).
12/16/22	Julia R. Foster	0.70	Revise post-petition pleading template.
12/16/22	David Hackel	0.40	Conference with R. Jacobson, K&E team re work in process.
12/16/22	Rob Jacobson	0.50	Conference with B. Nakhaimousa, K&E team re work in process, next steps.
12/16/22	Sarah R. Margolis	0.40	Conference with R. Jacobson, K&E team re work in process.
12/16/22	Brian Nakhaimousa	2.00	Review, revise work in process materials (.2); conference with R. Jacobson, K&E team re work in process, next steps (.4); draft, review, revise summary chart re filings (1.2); correspond with I. Paretti, F. Petrie, R. Jacobson re same (.2).
12/16/22	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re key work streams.
12/16/22	Isabella J. Paretti	0.50	Conference with R. Jacobson and K&E team re work in process.
12/16/22	Isabella J. Paretti	2.40	Draft summary re upcoming filings and deadlines (1.9); conference with B. Nakhaimousa re same (.3); correspond with F. Petrie re same (.2).
12/16/22	Jimmy Ryan	0.40	Conference with R. Jacobson, K&E team re work in process and next steps.
12/16/22	Michael B. Slade	0.60	Correspond with Company counsel re status (.3); telephone conference with C. Okike, K&E team re daily update (.3).
12/16/22	Luke Spangler	0.10	Compile recently filed pleadings.
12/16/22	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process (.4); review materials re same (.2).
12/19/22	Trevor Eck	1.00	Correspond with F. Petrie, K&E team re key dates and deadlines (.1); review, revise work in process materials re workstream and strategy updates (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Julia R. Foster	1.30	Review and revise pleading template (.8); revise motions re template (.5).
12/19/22	Rob Jacobson	0.40	Review, comment on work in process materials.
12/19/22	Brian Nakhaimousa	0.30	Review, revise work in process materials (.2); correspond with T. Eck re same (.1).
12/19/22	Michael B. Slade	0.40	Telephone conference with Company re case update.
12/19/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re miscellaneous case matters.
12/19/22	Mason N. Zurek	0.50	Review correspondence from L. Spangler re newly filed pleadings (.2); review motions re same (.3).
12/19/22	Mason N. Zurek	0.30	Review work in process materials (.2); correspond with R. Jacobson, K&E team re same (.1).
12/20/22	Ziv Ben-Shahar	0.40	Conference with F. Petrie, K&E team re case status, updates.
12/20/22	Trevor Eck	0.90	Telephone conference with F. Petrie, K&E team re work in process (.5); review, revise materials re same (.4).
12/20/22	Julia R. Foster	1.70	Prepare pro hac vice attorney fund forms for mailing (.8); prepare pro hac vice payments for mailing (.4); conference with F. Petrie, K&E team re work in process (.5).
12/20/22	David Hackel	0.60	Conference with T. Eck, K&E team re work in process.
12/20/22	Rob Jacobson	1.90	Conference with F. Petrie, K&E team re work in process, next steps (.6); prepare for same (.5); review, comment on work in process materials (.8).
12/20/22	Sarah R. Margolis	0.60	Conference with F. Petrie re work in process.
12/20/22	Brian Nakhaimousa	1.30	Review, revise work in process materials (.8); conference with F. Petrie, K&E team re next steps, work in process (.5).
12/20/22	Christine A. Okike, P.C.	0.90	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re key work streams (.5); telephone conference with Haynes and Boone and K&E teams re coordination re same (.4).
12/20/22	Isabella J. Paretti	0.50	Conference with F. Petrie and K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/22	Francis Petrie	1.30	Conference with K&E team re work in process (.4); telephone conference with Haynes and Boone team re case management and diligence gathering (.5); review and revise materials re same (.4).
12/20/22	Jimmy Ryan	0.50	Conference with F. Petrie, K&E team re work in process and next steps.
12/20/22	Luke Spangler	1.20	Prepare pro hac vice attorney forms for mailing (.2); compile recently filed pleadings (.4); conference with F. Petrie, K&E team re work in process (.6).
12/20/22	Lydia Yale	0.60	Conference with F. Petrie, K&E team re work in process.
12/20/22	Mason N. Zurek	0.60	Telephone conference with R. Jacobson, K&E team re work in process.
12/21/22	Christine A. Okike, P.C.	1.00	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/21/22	Michael B. Slade	0.50	Telephone conference with Company re upcoming deadlines.
12/21/22	Josh Sussberg, P.C.	0.50	Conference with Company re case update.
12/22/22	Trevor Eck	0.80	Review, revise pleading template re motion conformity (.2); review, revise work in process materials re case deadline and workstream status updates (.6).
12/22/22	Christine A. Okike, P.C.	0.70	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re key work streams.
12/22/22	Isabella J. Paretti	0.20	Correspond with D. Hackel re upcoming hearing dates and deadlines.
12/22/22	Mason N. Zurek	0.30	Review work in process materials (.2); correspond with R. Jacobson, K&E team re same (.1).
12/23/22	Trevor Eck	1.20	Telephone conference with R. Jacobson, K&E team re work in process, next steps (.3); review, revise workstream status materials re same (.6); review analyze case management procedures, re extension of objection reply deadline (.3).
12/23/22	David Hackel	0.50	Conference with R. Jacobson, K&E team re work in process.
12/23/22	Rob Jacobson	0.50	Conference with B. Nakhaimousa, K&E team re work in process, next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/23/22	Mike James Koch	0.40	Conference with R. Jacobson, K&E team re critical work-streams, work in process.
12/23/22	Sarah R. Margolis	0.50	Conference with R. Jacobson, K&E team re work in process.
12/23/22	Brian Nakhaimousa	0.30	Review, revise work in process materials (.1); conference with R. Jacobson, K&E team re same (.2).
12/23/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/23/22	Isabella J. Paretti	0.40	Conference with R. Jacobson and K&E team re work in process.
12/23/22	Jimmy Ryan	0.40	Conference with S. Margolis, K&E team re work in process and next steps.
12/23/22	Mason N. Zurek	0.40	Telephone conference with F. Petrie, K&E team re work in process.
12/26/22	Trevor Eck	0.80	Research re upcoming case dates and deadlines (.6); correspond with R. Jacobson re same (.1); update workstream status materials re same (.1).
12/26/22	Brian Nakhaimousa	0.20	Review, revise work in process materials.
12/26/22	Christine A. Okike, P.C.	0.20	Telephone conference with Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/26/22	Mason N. Zurek	0.10	Review work in process materials.
12/27/22	Trevor Eck	1.00	Review revise, workstream status materials (.5); telephone conference with F. Petrie, K&E team re work in process (.3); research re upcoming dates and deadlines (.2).
12/27/22	David Hackel	0.30	Conference with T. Eck, K&E team re work in process.
12/27/22	Rob Jacobson	0.80	Conference with F. Petrie, K&E team re work in process, next steps (.3); prepare for same (.5).
12/27/22	Sarah R. Margolis	0.50	Review, revise work in process materials (.1); conference with F. Petrie, K&E team re work in process (.4).
12/27/22	Brian Nakhaimousa	0.60	Review, revise work in process materials (.1); conference with F. Petrie, K&E team re work in process, next steps (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/27/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/27/22	Francis Petrie	0.50	Telephone conference with R. Jacobson, K&E team re work in process.
12/27/22	Jimmy Ryan	0.30	Conference with R. Jacobson, K&E team re work in process and next steps.
12/27/22	Mason N. Zurek	0.40	Review work in process materials (.1); telephone conference with R. Jacobson, K&E team re work in process (.3).
12/28/22	Rob Jacobson	1.20	Review, comment on key dates materials re weekly distributions (.6); research, analyze rules, deadlines re same (.6).
12/28/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/28/22	Michael B. Slade	0.40	Conference with Company re case updates.
12/28/22	Luke Spangler	0.40	Compile recently filed pleadings.
12/28/22	Mason N. Zurek	0.10	Review docket entries and correspondence re media coverage.
12/29/22	Trevor Eck	0.80	Review, revise work in process materials (.6); review, analyze working group list (.2).
12/29/22	Rob Jacobson	0.10	Conference with F. Petrie, K&E team, specialist groups re work in process, next steps.
12/29/22	Christine A. Okike, P.C.	0.50	Conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/29/22	Michael B. Slade	0.50	Telephone conference with Company and F. Petrie, K&E team re work in process.
12/29/22	Luke Spangler	0.20	Compile recently filed pleadings.
12/29/22	Josh Sussberg, P.C.	0.20	Correspond with C. Okike re case status.
12/29/22	Mason N. Zurek	0.20	Review docket (.1); review work in process materials (.1).
12/30/22	Trevor Eck	1.10	Telephone conference with R. Jacobson, K&E team re work in process (.5); review, revise workstream materials re same (.5); correspond with R. Jacobson re upcoming deadlines and case management procedures (.1).
12/30/22	David Hackel	0.50	Conference with R. Jacobson, K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/30/22	Rob Jacobson	1.10	Conference with B. Nakhaimousa, K&E team re work in process, next steps (.5); prepare for same (.3); comment on materials re same (.3).
12/30/22	Brian Nakhaimousa	0.80	Review, revise work in process materials (.3); conference with R. Jacobson, K&E team re work in process, next steps (.5).
12/30/22	Christine A. Okike, P.C.	0.90	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams (.5); correspond with Haynes and Boone, F. Petrie, K&E teams re scheduling matters (.4).
12/30/22	Isabella J. Paretti	0.50	Conference with R. Jacobson and K&E team re work in process.
12/30/22	Jimmy Ryan	0.50	Conference with R. Jacobson, K&E team re work in process and next steps.
12/30/22	Luke Spangler	0.10	Review docket re recently filed pleadings.
12/30/22	Mason N. Zurek	0.50	Conference with R. Jacobson, K&E team re work in process.
Total		131.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074344
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 33,508.00

Total legal services rendered

\$ 33,508.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	4.50	660.00	2,970.00
Trevor Eck	3.50	660.00	2,310.00
Susan D. Golden	0.30	1,315.00	394.50
Rob Jacobson	2.50	1,035.00	2,587.50
Mike James Koch	2.80	660.00	1,848.00
Alex McCammon	0.50	1,170.00	585.00
Brian Nakhaimousa	0.10	910.00	91.00
Christine A. Okike, P.C.	5.40	1,640.00	8,856.00
Isabella J. Parette	2.30	660.00	1,518.00
Francis Petrie	7.90	1,170.00	9,243.00
Margaret Reiney	3.00	1,035.00	3,105.00
TOTALS	32.80		\$ 33,508.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Susan D. Golden	0.30	Correspond with F. Petrie re cash management motion.
11/30/22	Trevor Eck	3.50	Review, analyze bank contracts re termination issues (1.8); review, analyze bank security agreement re account minimum issues (1.4); correspond with F. Petrie, M. Reiney re same (.3).
11/30/22	Christine A. Okike, P.C.	1.60	Analyze cash management issues (.7); telephone conference with Holland & Knight, F. Petrie, K&E teams re Silvergate bank accounts (.3); review Silvergate agreements (.4); telephone conference with Company, F. Petrie, K&E team re same (.2).
11/30/22	Isabella J. Paretti	2.30	Correspond with F. Petrie, R. Jacobson re cash management and customer related matters (.2); review, analyze pleadings re same (1.4); research re same (.4); conference with L. Wasserman re precedent re same (.3).
11/30/22	Francis Petrie	2.80	Telephone conference with Holland & Knight team re bank account status (.3); correspond and conference with M. Reiney re cash management, 345(b) compliance (1.0); telephone conference with Company re bank account status (.5); correspond and conference with M. Reiney, K&E team re unfreezing accounts (1.0).
11/30/22	Margaret Reiney	2.20	Correspond with F. Petrie, K&E team, Silvergate re Silvergate accounts (.5); review agreements re same (1.7).
12/01/22	Margaret Reiney	0.80	Correspond with F. Petrie, K&E team, Company re bank accounts (.3); review same (.5).
12/02/22	Alex McCammon	0.20	Correspond with Berkeley Research Group re cash management order.
12/05/22	Mike James Koch	2.00	Research, review materials re cash variance report (.5); correspond with R. Jacobson, K&E team re same (.3); draft correspondence re cash management obligations (1.1); correspond with R. Jacobson re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Christine A. Okike, P.C.	2.00	Analyze cash management issues including ACH chargebacks and Silvergate bank accounts and related reserve (1.3); review interim cash management order (.3); review ACH chargeback letter (.4).
12/06/22	Ziv Ben-Shahar	2.40	Draft summary of company obligations re cash management order (1.9); correspond with R. Jacobson re same (.5).
12/06/22	Rob Jacobson	2.50	Draft summary re cash management order (1.9); conference with Z. Ben-Shahar re same (.5); correspond with F. Petrie, K&E team re same (.1).
12/06/22	Mike James Koch	0.10	Review, analyze materials re Company obligations under interim cash management order.
12/06/22	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re cash management requirements, bank accounts.
12/07/22	Ziv Ben-Shahar	0.90	Research authorized depository documents, including long and short form UDAs.
12/07/22	Mike James Koch	0.20	Correspond with Berkeley Research Group re cash management obligations.
12/07/22	Alex McCammon	0.30	Correspond with Berkeley Research Group re intercompany payments.
12/07/22	Christine A. Okike, P.C.	0.20	Telephone conference with Company re ACH chargeback issue.
12/07/22	Francis Petrie	0.60	Correspond with R. Jacobson, K&E team re cash management obligations, UDAs.
12/09/22	Mike James Koch	0.20	Review, revise correspondence re cash management obligations (.1); correspond with R. Jacobson, F. Petrie re same (.1).
12/09/22	Christine A. Okike, P.C.	0.40	Analyze ACH chargeback issue (.2); correspond with Company re same (.2).
12/09/22	Francis Petrie	1.20	Correspond with Ankura trust re bank accounts (.5); review cash management order, UDA requirements (.7).
12/12/22	Mike James Koch	0.30	Review, revise correspondence re uniform depository bank agreement bank (.2); correspond with R. Jacobson, F. Petrie re same (.1).
12/12/22	Francis Petrie	0.60	Correspond with M. Koch, K&E team re cash management bank outreach.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Ziv Ben-Shahar	1.20	Review cash management motion (.2); correspond with R. Jacobson re same (.4); draft external correspondence to banks re same (.6).
12/13/22	Francis Petrie	0.40	Correspond with Berkeley Research Group re intercompany transactions (.2); correspond re ACH chargebacks (.2).
12/14/22	Christine A. Okike, P.C.	0.10	Review ACH issues.
12/16/22	Francis Petrie	1.10	Draft final order re cash management (.5); correspond with Company, Haynes and Boone re same (.6).
12/19/22	Christine A. Okike, P.C.	0.30	Analyze ACH returns and strategy re same.
12/19/22	Francis Petrie	0.40	Correspond with Company re cash management order requirements (.2); review background materials re same (.2).
12/21/22	Christine A. Okike, P.C.	0.30	Telephone conference with B. Parlin re Silvergate bank accounts.
12/26/22	Christine A. Okike, P.C.	0.50	Review order re cash management re compliance with U.S. Trustee guidelines.
12/28/22	Brian Nakhaimousa	0.10	Review, revise final cash management order.
12/30/22	Francis Petrie	0.30	Correspond with C. Okike re cash management final order language (.1); review and revise language re same (.2).
Total		32.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074345
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 44,731.00

Total legal services rendered

\$ 44,731.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.20	660.00	792.00
Megan Buenviaje	4.60	425.00	1,955.00
Trevor Eck	14.10	660.00	9,306.00
Ricardo Guzman	0.50	425.00	212.50
Rob Jacobson	1.80	1,035.00	1,863.00
Mike James Koch	2.00	660.00	1,320.00
Sarah R. Margolis	0.70	910.00	637.00
Alex McCammon	2.30	1,170.00	2,691.00
Christine A. Okike, P.C.	4.60	1,640.00	7,544.00
Isabella J. Paretti	1.40	660.00	924.00
Francis Petrie	3.00	1,170.00	3,510.00
Jimmy Ryan	10.40	795.00	8,268.00
Michael B. Slade	1.90	1,645.00	3,125.50
Josh Sussberg, P.C.	1.40	1,845.00	2,583.00
TOTALS	49.90		\$ 44,731.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Ziv Ben-Shahar	0.40	Correspond with J. Ryan, K&E team re customer inquiry.
11/28/22	Megan Buenviaje	2.40	Conference with vendors re custodian collection calls (1.0); update documentation re same (1.2); correspond with vendor re collection log (.2).
11/28/22	Ricardo Guzman	0.50	Conference with Company custodians re collection process and planning.
11/28/22	Jimmy Ryan	0.60	Correspond with B. Nakhaimousa, K&E team re creditor inquiries.
11/29/22	Ziv Ben-Shahar	0.20	Revise customer communications materials.
11/29/22	Trevor Eck	1.30	Revise creditor inquiry materials (1.1); correspond with B. Nakhaimousa, J. Ryan, Z. Ben-Shahar re same (.2).
11/29/22	Christine A. Okike, P.C.	1.30	Telephone conference with Company and C Street re creditor communications (.5); review communication materials (.8).
11/29/22	Jimmy Ryan	1.10	Correspond with M. Reiney, K&E team re creditor inquiries (.9); conference with T. Eck, K&E team re same (.2).
11/29/22	Josh Sussberg, P.C.	0.10	Conference with retail customer re chapter 11 cases.
11/30/22	Ziv Ben-Shahar	0.60	Correspond with J. Ryan, K&E team re creditor inquiries.
11/30/22	Trevor Eck	0.40	Update creditor inquiry materials (.2); research re same (.1); correspond with J. Ryan re same (.1).
11/30/22	Rob Jacobson	0.60	Review, analyze Company inbound inquiries.
11/30/22	Francis Petrie	0.60	Correspond with J. Ryan, K&E team re creditor inquiries.
11/30/22	Jimmy Ryan	0.30	Correspond with customers re creditor inquiries.
11/30/22	Josh Sussberg, P.C.	0.80	Correspond with F. Petrie, K&E team re miscellaneous creditor inquiries.
12/01/22	Trevor Eck	0.30	Review, update re creditor inquiries materials.
12/01/22	Alex McCammon	0.50	Correspond with customer re inquiry (.2); analyze matters re customer inquiries (.3).
12/01/22	Christine A. Okike, P.C.	0.40	Review, analyze communications materials re customer inquiries.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Jimmy Ryan	0.10	Correspond with F. Petrie, customer re creditor inquiries.
12/01/22	Josh Sussberg, P.C.	0.10	Correspond with creditors re chapter 11 cases.
12/02/22	Christine A. Okike, P.C.	0.50	Review, revise communications materials.
12/02/22	Francis Petrie	0.50	Correspond with J. Ryan, K&E team re creditor inquiries.
12/02/22	Jimmy Ryan	0.40	Correspond with F. Petrie, K&E team re customer claims inquiry (.2); telephone conference with creditors re claims process (.2).
12/03/22	Megan Buenviaje	0.40	Correspond with vendor re collection and processing specifications.
12/04/22	Trevor Eck	0.30	Review, revise re creditor inquiry materials.
12/04/22	Christine A. Okike, P.C.	1.00	Review communications materials re creditors.
12/05/22	Megan Buenviaje	1.80	Conference with Company, Haynes and Boone, and vendor re shared Relativity workspace (.5); correspond with L. Riff re same (.3); correspond with L. Riff and vendor re production specifications (1.0).
12/05/22	Trevor Eck	0.50	Review, revise creditor inquiry materials.
12/05/22	Alex McCammon	0.80	Review, analyze customer communications (.4); correspond with F. Petrie, K&E team re same (.4).
12/05/22	Alex McCammon	0.10	Review draft letter to customers re fraudulent ACH charge backs.
12/06/22	Alex McCammon	0.10	Correspond with J. Ryan, K&E team re customer communications.
12/07/22	Alex McCammon	0.50	Correspond with C Street re communications matters (.4); correspond with customer re proofs of claim process (.1).
12/07/22	Christine A. Okike, P.C.	0.60	Telephone conference with Company, C Street, A. McCammon, K&E team re communications (.3); telephone conferences with customers (.3).
12/07/22	Michael B. Slade	0.40	Telephone conference with Company and C Street re media report and edit communications materials.
12/07/22	Josh Sussberg, P.C.	0.20	Review customer letter (.1); correspond to customer re same (.1).
12/08/22	Trevor Eck	0.30	Review, revise creditor inquiry materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Christine A. Okike, P.C.	0.20	Analyze vendor issues.
12/08/22	Michael B. Slade	0.40	Telephone conference with C Street and Haynes and Boone re communication issues.
12/09/22	Trevor Eck	0.60	Telephone conference with A. McCammon, K&E team and C Street re creditor inquiries (.2); review, revise creditor inquiry materials (.4).
12/09/22	Alex McCammon	0.20	Conference with Company, C Street, R. Jacobson, J. Ryan re Company inbound inquiries.
12/09/22	Alex McCammon	0.10	Review customer correspondence.
12/09/22	Francis Petrie	0.70	Telephone conferences with C Street, Company re creditor inquiries and workstreams.
12/09/22	Jimmy Ryan	0.40	Correspond with A. McCammon, K&E team, C Street team and Company re customer and creditor inquiries (.2); conference with A. McCammon, K&E team, C Street team and Company re same (.2).
12/10/22	Jimmy Ryan	0.40	Draft responses re customer inquiries.
12/13/22	Trevor Eck	0.20	Conference with J. Ryan re creditor inquiries process and tracking.
12/13/22	Jimmy Ryan	0.60	Correspond with T. Eck re Company inquiries (.1); conference with T. Eck re same (.2); draft creditor response communication re same (.3).
12/14/22	Trevor Eck	0.60	Review, revise creditor inquiry materials re new creditor inquiries.
12/14/22	Jimmy Ryan	0.90	Draft creditor communication re creditor inquiries (.6); telephone conference with creditor re same (.3).
12/15/22	Isabella J. Paretti	0.60	Correspond with F. Petrie re creditor communications (.1); draft, review, revise materials re same (.5).
12/15/22	Michael B. Slade	0.50	Telephone conference with Company re creditor update.
12/16/22	Jimmy Ryan	0.20	Telephone conference with R. Jacobson re creditor inquiries.
12/17/22	Trevor Eck	1.20	Review, revise creditor inquiry materials.
12/18/22	Trevor Eck	1.10	Review, revise customer inquiry materials.
12/18/22	Jimmy Ryan	0.40	Draft responses to creditor inquiries.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Trevor Eck	0.80	Review, revise customer inquiry materials (.7); correspond with J. Ryan re same (.1).
12/19/22	Jimmy Ryan	0.60	Correspond with T. Eck, K&E team re creditor inquiries.
12/19/22	Jimmy Ryan	0.50	Correspond with Z. Ben-Shahar re customer outreach.
12/20/22	Trevor Eck	1.80	Review, revise creditor inquiry materials (1.7); correspond with S. Margolis, J. Ryan re same (.1).
12/20/22	Rob Jacobson	1.20	Review, comment on Company inquiry materials.
12/20/22	Francis Petrie	0.30	Correspond with Haynes & Boone, Cole Schotz teams re notice of commencement and service.
12/20/22	Jimmy Ryan	0.60	Correspond with T. Eck, K&E team re creditor inquiries.
12/20/22	Josh Sussberg, P.C.	0.20	Correspond with creditors re wallet motion and case status.
12/21/22	Trevor Eck	1.70	Telephone conference with S. Margolis, J. Ryan and K&E team re creditor outreach strategy, workstream organization and next steps (.5); review, revise creditor inquiry materials (.8); draft reply correspondence re creditor inquiries (.4).
12/21/22	Isabella J. Paretti	0.80	Conference with T. Eck re creditor inquiries (.1); conference with J. Ryan, S. Margolis and T. Eck re same (.5); revise materials re same (.2).
12/21/22	Francis Petrie	0.40	Correspond with J. Ryan, K&E team re creditor inquiries and responses.
12/21/22	Jimmy Ryan	0.80	Conference with S. Margolis, K&E team re creditor inquiries (.5); correspond with S. Margolis, K&E team re same (.3).
12/22/22	Jimmy Ryan	0.60	Draft responses re creditors inquiries.
12/22/22	Michael B. Slade	0.60	Telephone conference with Company, C Street re communications.
12/23/22	Mike James Koch	1.10	Draft, review, revise correspondence re ACH chargeback investigation (1.0); correspond with S. Margolis re same (.1).
12/23/22	Sarah R. Margolis	0.50	Review, revise customer charge-back letter (.3); correspond with M. Koch re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/23/22	Francis Petrie	0.30	Correspond with R. Jacobson, K&E team re creditor response letter.
12/26/22	Trevor Eck	1.00	Review, revise internal customer inquiry materials re recent inquiries.
12/27/22	Trevor Eck	0.50	Review, revise customer inquiry materials (.4); correspond with Company re same (.1).
12/27/22	Mike James Koch	0.90	Review, revise correspondence re ACH chargeback considerations (.5); revise master materials re same (.2); correspond with S. Margolis re same (.2).
12/27/22	Sarah R. Margolis	0.20	Review, revise customer chargeback letter (.1); correspond with M. Koch re same (.1).
12/27/22	Christine A. Okike, P.C.	0.30	Telephone conferences with customers re chapter 11 cases.
12/27/22	Jimmy Ryan	0.30	Correspond with T. Eck, K&E team re creditor inquiries.
12/28/22	Christine A. Okike, P.C.	0.30	Correspond with customers re chapter 11 cases.
12/29/22	Trevor Eck	1.10	Review, revise customer inquiry materials (.4); draft creditor inquiry materials re claims and UCC inquiries (.7).
12/29/22	Francis Petrie	0.20	Review correspondence re creditor inquiries.
12/29/22	Jimmy Ryan	1.20	Draft responses to creditor inquiries.
12/30/22	Trevor Eck	0.40	Review, revise creditor inquiry materials.
12/30/22	Jimmy Ryan	0.40	Draft responses to creditor inquiries.
Total		49.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074346
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 97,462.50

Total legal services rendered

\$ 97,462.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.40	660.00	264.00
Julia R. Foster	2.00	405.00	810.00
Susan D. Golden	0.50	1,315.00	657.50
David Hackel	69.60	660.00	45,936.00
Rob Jacobson	3.60	1,035.00	3,726.00
Mike James Koch	1.00	660.00	660.00
Brian Nakhaimousa	33.60	910.00	30,576.00
Christine A. Okike, P.C.	3.80	1,640.00	6,232.00
Isabella J. Paretti	3.30	660.00	2,178.00
Francis Petrie	4.10	1,170.00	4,797.00
Luke Spangler	0.20	295.00	59.00
Josh Sussberg, P.C.	0.80	1,845.00	1,476.00
Mason N. Zurek	0.10	910.00	91.00
TOTALS	123.00		\$ 97,462.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Julia R. Foster	1.70	Research precedent re bar date motions (.4); draft bar date motion (1.1); correspond with D. Hackel re same (.2).
12/05/22	David Hackel	0.80	Research re bar date motion (.2); draft, review, revise same (.3); correspond J. Foster, B. Nakhaimousa re same (.3).
12/05/22	Brian Nakhaimousa	0.90	Review, analyze precedent re bar date (.8); correspond with D. Hackel re same (.1).
12/05/22	Luke Spangler	0.20	Review, analyze precedent re bar date motions (.1); correspond with J. Foster re same (.1).
12/06/22	David Hackel	11.40	Review, revise bar date motion (3.7); correspond with B. Nakhaimousa re same (.3); research re same (3.8); conference with B. Nakhaimousa re same (.2); further review, revise motion re same (3.4).
12/07/22	David Hackel	5.60	Draft, revise bar date motion, bar date motion exhibits (3.2); correspond with B. Nakhaimousa re same (.8); research re issues re same (1.6).
12/07/22	Brian Nakhaimousa	0.60	Review, analyze precedent re bar date motion (.3); conference with D. Hackel re same (.2); correspond with F. Petrie re bar date (.1).
12/07/22	Francis Petrie	0.20	Correspond with B. Nakhaimousa re bar date.
12/08/22	David Hackel	7.60	Review, revise bar date motion (3.9); review, analyze precedent, considerations re same (3.2); correspond with B. Nakhaimousa re summary re same (.5).
12/08/22	Brian Nakhaimousa	2.70	Review, analyze precedent re bar dates (1.1); correspond with D. Hackel re same (.2); review, revise bar date motion (1.4).
12/09/22	Julia R. Foster	0.30	Correspond with B. Nakhaimousa re bar date motion.
12/09/22	David Hackel	6.10	Review, revise bar date motion (3.9); correspond with B. Nakhaimousa re same (.5); research timing considerations re same (1.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/09/22	Brian Nakhaimousa	1.70	Review, analyze issues re bar date (.3); correspond with F. Petrie, D. Hackel re same (.2); review, draft proof of claim form (.2); correspond with BRG, Kroll re same (.3); conference with HB re same (.3); conference with F. Petrie re same (.2); conference with R. Jacobson re same (.2).
12/09/22	Isabella J. Paretti	0.50	Draft notes re proof of claims (.2); conference with B. Nakhaimousa re same (.3).
12/09/22	Francis Petrie	0.50	Correspond with B. Nakhaimousa, K&E team, HB re proof of claim form.
12/09/22	Josh Sussberg, P.C.	0.80	Correspond with F. Petrie, K&E team re intercompany claims (.1); telephone conference with Company re intercompany claims (.7).
12/10/22	Brian Nakhaimousa	2.50	Review, revise bar date motion.
12/11/22	David Hackel	8.20	Revise bar date motion (3.1); correspond with B. Nakhaimousa re same (.2); research re same (.9); further review, revise bar date motion, corresponding exhibits re same (4.0).
12/11/22	Brian Nakhaimousa	3.90	Review, revise bar date motion (3.7); correspond with D. Hackel re same (.2).
12/12/22	Ziv Ben-Shahar	0.40	Research, analyze issues re bar date motion.
12/12/22	David Hackel	3.80	Revise bar date motion (1.2); review, revise bar date motion exhibits (1.6); correspond with B. Nakhaimousa re bar date motion and exhibits (.4); research re same (.6).
12/12/22	Rob Jacobson	1.00	Conference with B. Nakhaimousa re bar date motion (.5); conference with Kroll team re same (.5).
12/12/22	Brian Nakhaimousa	5.70	Conference with Kroll team re proof of claim form (.5); conference with R. Jacobson re same (.3); conference with BRG team re same (.4); review, revise bar date motion (2.4); correspond with F. Petrie re same (.1); review, revise bar date motion exhibits (2.0).
12/12/22	Francis Petrie	0.50	Correspond with B. Nakhaimousa re bar date motion, projected bar dates.
12/13/22	David Hackel	5.20	Revise bar date motion (1.0); review, revise bar date order (2.4); review revise bar date motion declaration in support (1.0); correspond with B. Nakhaimousa re same (.8)

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Rob Jacobson	2.60	Review, comment on bar date motion, order (2.3); correspond with B. Nakhaimousa re same (.3).
12/13/22	Mike James Koch	1.00	Review, revise bar date motion, exhibits.
12/13/22	Brian Nakhaimousa	3.80	Review, revise bar date motion (2.8); correspond with D. Hackel re same (.2); review revise declaration in support (.7); correspond with D. Hackel re same (.1).
12/14/22	David Hackel	0.80	Review, revise bar date motion and related documents (.7); correspond with B. Nakhaimousa re same (.1).
12/14/22	Brian Nakhaimousa	3.40	Review, revise bar date motion (2.8); correspond with R. Jacobson, D. Hackel re same (.2); review draft POC forms (.4).
12/14/22	Mason N. Zurek	0.10	Review correspondence re claims.
12/15/22	David Hackel	4.30	Research re claims precedent (2.1); draft, revise correspondence to R. Jacobson, K&E team re same (.8); review, revise bar date motion and related documents (1.1); correspond with B. Nakhaimousa re same (.3).
12/15/22	Brian Nakhaimousa	3.30	Review, revise bar date motion exhibits (1.7); correspond with Kroll, F. Petrie re same (.3); conference with Kroll, CS re proof of claim (1.0); conference with R. Jacobson re same (.3).
12/15/22	Christine A. Okike, P.C.	0.60	Telephone conference with Company, F. Petrie, K&E team re intercompany loans (.3); telephone conference with Kroll, F. Petrie, K&E teams re proof of claim form (.3).
12/15/22	Isabella J. Parette	0.30	Conference with B. Nakhaimousa and Kroll re claims.
12/15/22	Francis Petrie	0.60	Correspond with B. Nakhaimousa re bar date motion, deadlines.
12/16/22	David Hackel	2.50	Correspond with R. Jacobson, K&E team re claims precedent (1.4); correspond with J. Ryan re same (.2); review, revise bar date motion and related documents (.7); correspond with B. Nakhaimousa, R. Jacobson re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/22	Brian Nakhaimousa	1.20	Review, revise bar date motion (.8); correspond with R. Jacobson, F. Petrie re same (.1); review, revise bar date motion notice (.2); correspond with D. Hackel re same (.1).
12/17/22	Brian Nakhaimousa	0.70	Review, revise bar date motion (.6); correspond with F. Petrie (.1).
12/17/22	Isabella J. Parette	2.50	Review, revise declaration re bar date (2.3); correspond with S. Margolis re same (.2).
12/17/22	Francis Petrie	2.10	Review and revise bar date motion (1.7); correspond with B. Nakhaimousa re same (.4).
12/18/22	Brian Nakhaimousa	0.70	Review, revise bar date motion (.6); correspond with F. Petrie, C. Okike re same (.1).
12/18/22	Christine A. Okike, P.C.	2.20	Review bar date motion.
12/19/22	Christine A. Okike, P.C.	0.30	Review bar date motion.
12/20/22	Brian Nakhaimousa	0.10	Review, revise bar date motion.
12/20/22	Francis Petrie	0.20	Correspond with B. Nakhaimousa re proof of claim form.
12/21/22	David Hackel	0.40	Review, revise bar date motion, exhibits.
12/22/22	David Hackel	1.90	Review, revise bar date motion, exhibits.
12/22/22	Christine A. Okike, P.C.	0.50	Review JPL comments to bar date motion.
12/26/22	David Hackel	2.30	Review, revise bar date motion (2.1); correspond with B. Nakhaimousa re same (.2).
12/26/22	Brian Nakhaimousa	0.60	Review, revise bar date motion (.5); correspond with D. Hackel re same (.1).
12/27/22	David Hackel	3.40	Review, revise bar date motion, exhibits (2.7); correspond with B. Nakhaimousa, K&E team re same (.3); research issues re same (.4).
12/27/22	Brian Nakhaimousa	1.00	Review, revise bar date motion (.9); correspond with D. Hackel re same (.1).
12/28/22	Susan D. Golden	0.50	Coordinate publication of bar date notice in Bermuda.
12/28/22	David Hackel	2.70	Review, revise bar date motion and related documents (2.4); correspond with B. Nakhaimousa, K&E team re same (.2); research re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/28/22	Brian Nakhaimousa	0.80	Review, revise bar date motion (.7); correspond with Bermuda counsel, D. Hackel, R. Jacobson re same (.1).
12/29/22	Christine A. Okike, P.C.	0.20	Review bar date motion.
12/30/22	David Hackel	2.60	Research, analyze considerations re precedent claims proceedings (1.9); correspond with R. Jacobson re summary re same (.7).
Total		123.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074347
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 10,900.50

Total legal services rendered

\$ 10,900.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.50	1,315.00	657.50
Christine A. Okike, P.C.	1.10	1,640.00	1,804.00
Isabella J. Paretti	0.80	660.00	528.00
Francis Petrie	5.50	1,170.00	6,435.00
Josh Sussberg, P.C.	0.80	1,845.00	1,476.00
TOTALS	8.70		\$ 10,900.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Josh Sussberg, P.C.	0.10	Telephone conference with J. Marwell re UCC formation.
12/12/22	Isabella J. Paretti	0.60	Research re UCC appointment considerations (.5); correspond with R. Jacobson re same (.1).
12/21/22	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re UCC formation.
12/22/22	Susan D. Golden	0.50	Correspond with attorney seeking creditor committee member contact information (.4); correspond with F. Petrie re same (.1).
12/22/22	Francis Petrie	1.10	Correspond with C. Okike, K&E team, C Street re UCC (.5); correspond with advisors re UCC (.4); telephone conference with CS team re same (.2).
12/22/22	Josh Sussberg, P.C.	0.10	Correspond with UCC re creditor matters.
12/23/22	Francis Petrie	0.50	Conference and correspond re with C. Okike, K&E team re UCC.
12/23/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re UCC formation.
12/27/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re UCC formation.
12/29/22	Christine A. Okike, P.C.	1.10	Telephone conference with Brown Rudnick, Haynes & Boone, F. Petrie, K&E teams re case status (.6); follow up with F. Petrie, K&E team re UCC requests (.5).
12/29/22	Francis Petrie	0.90	Telephone conference with Brown Rudnick re case status (.5); correspond with C. Okike, K&E, BRG teams re follow up diligence (.4).
12/29/22	Josh Sussberg, P.C.	0.30	Conference with Brown Rudnick re UCC and next hearing.
12/30/22	Francis Petrie	2.50	Correspond with C. Okike, K&E, HB teams re Committee strategy and schedule (.2); review materials re Committee disclosure (2.0); draft correspondence re objection deadlines (.3).
12/30/22	Josh Sussberg, P.C.	0.10	Correspond with Company re UCC status.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/31/22	Isabella J. Paretti	0.20	Correspond with B. Nakhaimousa re UCC committee related materials (.1); analyze issues re same (.1).
Total		8.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074348
Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 171,843.00

Total legal services rendered

\$ 171,843.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joanna Aybar	1.70	365.00	620.50
Trevor Eck	20.70	660.00	13,662.00
Julia R. Foster	2.90	405.00	1,174.50
Will Guthrie	2.00	1,115.00	2,230.00
David Hackel	1.20	660.00	792.00
Rob Jacobson	8.80	1,035.00	9,108.00
Mike James Koch	29.70	660.00	19,602.00
Drew Maliniak	3.30	1,170.00	3,861.00
Sarah R. Margolis	14.50	910.00	13,195.00
Alex McCammon	0.60	1,170.00	702.00
Brian Nakhaimousa	41.20	910.00	37,492.00
Christine A. Okike, P.C.	4.60	1,640.00	7,544.00
Isabella J. Parette	12.40	660.00	8,184.00
Francis Petrie	17.60	1,170.00	20,592.00
Jimmy Ryan	17.80	795.00	14,151.00
Luke Spangler	1.90	295.00	560.50
Josh Sussberg, P.C.	1.10	1,845.00	2,029.50
Steve Toth	2.80	1,430.00	4,004.00
Lydia Yale	0.80	295.00	236.00
Mason N. Zurek	13.30	910.00	12,103.00
TOTALS	198.90		\$ 171,843.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/22	Joanna Aybar	1.70	Draft summary re UCC lien search results (1.2); correspond with J. Foster re same (.5).
12/01/22	Christine A. Okike, P.C.	1.00	Telephone conference with boards, Moelis, Haynes and Boone, J. Sussberg re sale process.
12/01/22	Josh Sussberg, P.C.	0.80	Telephone conference with directors, C. Okike and Moelis, HB re sale process.
12/06/22	Julia R. Foster	1.20	Draft bidding procedures motion.
12/07/22	Julia R. Foster	1.20	Draft bidding procedures (.8); review declaration in support of bidding procedures (.4).
12/07/22	Mike James Koch	7.40	Draft bid procedures motion, exhibits (3.9); correspond with B. Nakhaimousa, K&E team re same (1.5); review precedent re same (2.0).
12/07/22	Brian Nakhaimousa	2.70	Review, revise bidding procedures motion (2.6); correspond with M. Koch re same (.1).
12/07/22	Luke Spangler	0.70	Draft declaration in support of bidding procedures (.6); correspond with B. Nakhaimousa re same (.1).
12/08/22	Mike James Koch	2.60	Review, revise bidding procedures motion, exhibits (2.4); correspond with B. Nakhaimousa re same (.2).
12/08/22	Brian Nakhaimousa	3.40	Review, revise bidding procedures motion, bidding procedures, and bidding procedures declaration (3.2); correspond with M. Koch re same (.2).
12/08/22	Christine A. Okike, P.C.	0.40	Telephone conference with joint venture partner re sale process (.3); telephone conference with Haynes and Boone re same (.1).
12/09/22	Mike James Koch	3.60	Review, revise bidding procedures motion, exhibits (3.4); correspond with B. Nakhaimousa re same (.2).
12/11/22	Julia R. Foster	0.20	Correspond with B. Nakhaimousa re non-disclosure agreements.
12/11/22	Rob Jacobson	0.90	Review, comment on form non-disclosure agreement.
12/11/22	Alex McCammon	0.40	Correspond with F. Petrie, K&E team re non-disclosure agreement process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/11/22	Brian Nakhaimousa	1.90	Review, revise non-disclosure agreement re sale (1.1); correspond with R. Jacobson, Moelis, F. Petrie re same (.1); review, revise bidding procedures motion (.7).
12/12/22	Mike James Koch	1.20	Review, revise bidding procedures motion and supporting documents.
12/12/22	Brian Nakhaimousa	1.60	Review, revise bidding procedures motion and exhibits (1.5); correspond with M. Koch re same (.1).
12/12/22	Isabella J. Paretti	0.20	Correspond with B. Nakhaimousa re non-disclosure agreements.
12/13/22	Trevor Eck	0.80	Conference with B. Nakhaimousa, K&E team re non-disclosure agreements (.2); review, revise non-disclosure agreement materials (.5); conference with M. Koch re same (.1).
12/13/22	Julia R. Foster	0.30	Research precedent re bid process letters.
12/13/22	Mike James Koch	1.40	Review, analyze first round diligence letter (.2); correspond with B. Nakhaimousa re same (.1); review materials re diligence letter considerations (1.1).
12/13/22	Sarah R. Margolis	0.50	Conference with B. Nakhaimousa re non-disclosure agreements (.3); review, revise same (.2).
12/13/22	Alex McCammon	0.20	Correspond with B. Nakhaimousa, K&E team re M&A process letter.
12/13/22	Brian Nakhaimousa	4.80	Review, revise non-disclosure agreements re sale process (2.5); review, analyze precedent re same (1.2); conference with S. Margolis, K&E team re non-disclosure agreement process (.5); correspond with Moelis, R. Jacobson, K&E team, Company re same (.4); conferences with F. Petrie, R. Jacobson re same (.2).
12/13/22	Brian Nakhaimousa	0.40	Review, revise bidding procedures motion.
12/13/22	Isabella J. Paretti	3.70	Correspond with B. Nakhaimousa re nondisclosure agreements (.2); conference with B. Nakhaimousa re same (.5); review, analyze precedent re same (.4); review proposals re same (1.7); conference with S. Margolis and K&E team re same (.5); prepare signature page re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Francis Petrie	0.70	Correspond with B. Nakhaimousa, Moelis re process letter, non-disclosure agreement process, sale timeline and bid procedures.
12/13/22	Jimmy Ryan	0.80	Conference with S. Margolis, K&E team re non-disclosure agreements (.5); correspond with S. Margolis, K&E team re same (.3).
12/13/22	Luke Spangler	0.40	Review precedent re nondisclosure agreements.
12/13/22	Lydia Yale	0.80	Review precedent nondisclosure agreements.
12/14/22	Trevor Eck	1.80	Review, revise re non-disclosure agreement process materials (1.5); correspond with B. Nakhaimousa, K&E team re same (.3).
12/14/22	Mike James Koch	0.30	Review executed nondisclosure agreements (.2); correspond with B. Nakhaimousa re same (.1).
12/14/22	Sarah R. Margolis	2.50	Conference with J. Ryan re non-disclosure agreements (.4); telephone conference with B. Nakhaimousa re same (.2); review, analyze non-disclosure agreements (.5); research, analyze precedent re same (.7); review, revise same (.5); correspond with B. Nakhaimousa, R. Jacobson (.2).
12/14/22	Brian Nakhaimousa	2.90	Review, revise non-disclosure agreements (2.6); correspond with R. Jacobson, S. Margolis, Moelis re same (.3).
12/14/22	Isabella J. Paretti	1.70	Review, analyze agreement re proposed nondisclosure (.7); conference with S. Margolis and B. Nakhaimousa re same (.5); revise same (.3); research precedent re same (.2).
12/14/22	Jimmy Ryan	1.00	Review, revise comment on bidding procedures non-disclosure agreements (.2); office conference with S. Margolis re same (.4); review, revise comment on non-disclosure agreement re same (.4).
12/15/22	Trevor Eck	0.30	Review, revise re non-disclosure agreement workstream materials.
12/15/22	Rob Jacobson	1.10	Review, analyze non-disclosure agreements (.7); correspond with B. Nakhaimousa, S. Margolis re same (.4).
12/15/22	Sarah R. Margolis	0.10	Review correspondence re non-disclosure agreements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Brian Nakhaimousa	3.00	Revise various non-disclosure agreements (2.6); correspond with Moelis, R. Jacobson, K&E team re same (.4).
12/15/22	Jimmy Ryan	1.50	Review, revise and comment on bidding process non-disclosure agreement (.9); correspond with S. Margolis, K&E team and Moelis team re same (.6).
12/16/22	Trevor Eck	0.80	Review, revise non-disclosure agreement (.7); correspond with B. Nakhaimousa re same (.1).
12/16/22	Sarah R. Margolis	0.70	Telephone conference with J. Ryan re non-disclosure agreement (.3); review, revise non-disclosure agreements (.4).
12/16/22	Brian Nakhaimousa	2.40	Review, revise various non-disclosure agreements (.9); review, analyze precedent re same (1.1); correspond with Moelis re same (.2); correspond with J. Ryan, K&E team re same (.2).
12/16/22	Brian Nakhaimousa	0.40	Conference with F. Petrie re bidding procedures motion, next steps (.2); conference with M. Koch re same (.2).
12/16/22	Christine A. Okike, P.C.	0.60	Telephone conference with Moelis and F. Petrie, K&E team re bid procedures.
12/16/22	Isabella J. Paretti	1.00	Review, analyze proposed nondisclosure agreement (.8); correspond with B. Nakhaimousa re same (.2).
12/16/22	Francis Petrie	1.40	Telephone conference with Moelis team re sale process, bidding procedures (1.0); correspond with B. Nakhaimousa, K&E team re bidding procedures draft, sale timeline (.4).
12/16/22	Jimmy Ryan	2.90	Telephone conference with S. Margolis, K&E team re sale non-disclosure agreements (.7); review, revise comment on non-disclosure agreements re same (.9); correspond with S. Margolis, K&E team and non-disclosure agreement counterparty team re same (1.1); telephone conference with Winston Strawn team re same (.2).
12/16/22	Josh Sussberg, P.C.	0.30	Telephone conference with prospective purchaser.
12/18/22	Trevor Eck	0.40	Review, revise non-disclosure agreement progress materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/18/22	Brian Nakhaimousa	0.70	Review, comment on non-disclosure agreements.
12/18/22	Isabella J. Paretti	2.10	Review, comment on non-disclosure agreements (1.7); correspond with B. Nakhaimousa and K&E team re same (.4).
12/18/22	Jimmy Ryan	0.60	Review, revise comment on sale non-disclosure agreements (.4); correspond with B. Nakhaimousa, K&E team and Moelis team re same (.2).
12/19/22	Trevor Eck	0.40	Review, revise non-disclosure agreement organizational materials.
12/19/22	Rob Jacobson	1.90	Review, comment on multiple non-disclosure agreements (1.1); correspond with corporate team re sale process (.6); correspond with B. Nakhaimousa, K&E team re non-disclosure agreements (.2).
12/19/22	Mike James Koch	4.60	Review, revise first round process letter (1.2); review, revise bidding procedures motion (3.4).
12/19/22	Sarah R. Margolis	2.20	Review, revise non-disclosure agreements (1.0); telephone conference with J. Ryan re non-disclosure agreements (.2); correspond with B. Nakhaimousa re same (.3); telephone conference with auction party re same (.3); correspond with Moelis re same (.2); correspond with R. Jacobson re same (.2).
12/19/22	Brian Nakhaimousa	2.60	Review, revise process letter (.4); correspond with M. Koch, Moelis, F. Petrie re same (.2); review, revise non-disclosure agreements re sale process (1.2); conference with counterparty re non-disclosure agreement (.5); correspond with Moelis, S. Margolis, K&E team re non-disclosure agreements (.3).
12/19/22	Isabella J. Paretti	1.30	Review, revise sale non-disclosure agreement (.8); correspond with J. Ryan re same (.2); conference with J. Ryan re same (.2); correspond with S. Margolis re same (.1).
12/19/22	Francis Petrie	1.10	Review sale process letter (.5); correspond with B. Nakhaimousa re same (.2); review bidding procedures materials and timeline (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Jimmy Ryan	4.20	Correspond with B. Nakhaimousa, K&E team, Moelis team re sale non-disclosure agreements (1.1); review, comment on non-disclosure agreements re same (2.5); conference with S. Margolis, K&E team re same (.6).
12/20/22	Trevor Eck	1.80	Conference with R. Jacobson, M. Zurek re asset sale analysis (.2); review, analyze agreements re same (1.4); review, revise non-disclosure agreement progress materials (.2).
12/20/22	Rob Jacobson	0.90	Review, analyze sale issues and considerations (.6); correspond with Moelis, T. Eck, K&E teams re same (.3).
12/20/22	Mike James Koch	2.00	Review, revise bidding procedures motion.
12/20/22	Sarah R. Margolis	2.40	Review, analyze comments re various non-disclosure agreements (1.8); telephone conference with Moelis, B. Nakhaimousa re sale process (.2); correspond with potential bidding parties re same (.2); correspond with I. Paretti re same (.2).
12/20/22	Brian Nakhaimousa	0.20	Review, revise non-disclosure agreement work in process materials.
12/20/22	Brian Nakhaimousa	4.40	Revise bidding procedures motion (2.1); revise bidding procedures (1.3); revise bidding procedures declaration (.4); correspond with M. Koch, F. Petrie re bidding procedures (.2); conference with Moelis, M. Koch, S. Margolis re sale process (.4).
12/20/22	Francis Petrie	2.40	Correspond with B. Nakhaimousa, Moelis re bidding procedures and sale process (.6); review motions re same (.6); conference with Moelis team re same (.5); review joint venture structure (.3); correspond with R. Jacobson, K&E team re joint venture agreement terms, strategy (.4).
12/20/22	Jimmy Ryan	1.20	Correspond with S. Margolis, K&E team and Moelis team re bidding procedures non-disclosure agreements (.6); revise, comment on non-disclosure agreements re same (.4); conference with S. Margolis re same (.2).
12/20/22	Luke Spangler	0.80	Draft reply to bidding procedures objection.
12/20/22	Steve Toth	0.60	Analyze precedent re asset purchase agreement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/22	Mason N. Zurek	1.20	Correspond with R. Jacobson, T. Eck re joint venture research re sale (.3); telephone conference with same re same (.3); review and analyze documents re same (.6).
12/21/22	Trevor Eck	2.60	Telephone conference with M. Zurek re joint venture agreement analysis (.3); review, analyze same re potential sale issues (1.4); correspond with M. Zurek re same (.3); review, revise non-disclosure agreement materials re sale process (.6).
12/21/22	Rob Jacobson	1.50	Review, analyze joint venture documents re sale process (.7); correspond with Moelis, M. Zurek, K&E team re same (.8).
12/21/22	Mike James Koch	4.60	Conference with B. Nakhaimousa, K&E team, Moelis re asset sale considerations (.7); revise pleadings re bidding procedures (3.9).
12/21/22	Sarah R. Margolis	1.80	Correspond with potential sale parties re non-disclosure agreement (.1); telephone conference with same re same (.4); telephone conference with D. Maliniak re same (.3); review, analyze issue re same (.2); correspond with same re same (.3); correspond with F. Sun re same (.2); correspond with B. Nakhaimousa, K&E restructuring team re same (.3).
12/21/22	Brian Nakhaimousa	1.00	Revise non-disclosure agreements (.8); correspond with Moelis re same (.2).
12/21/22	Brian Nakhaimousa	2.60	Revise bidding procedures motion (.7); review, analyze precedent bidding procedures (.3); review, revise same (.6); revise bidding procedures declaration (.4); correspond with M. Koch re bidding procedures (.1); attend conference with Moelis, F. Petrie, K&E team re sale process (.5).
12/21/22	Christine A. Okike, P.C.	0.50	Telephone conference with Moelis and F. Petrie, K&E teams re mining sale.
12/21/22	Francis Petrie	1.70	Participate in telephone conference with Moelis team re sale process and asset purchase agreement (.5); prepare for same (.1); review background materials re asset purchase agreement, mining sale process (.6); correspond with B. Nakhaimousa re bidding procedures and process (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/22	Jimmy Ryan	1.50	Correspond with S. Margolis, K&E team re bidding procedures non-disclosure agreements (.4); review, revise comment on non-disclosure agreements re same (1.1).
12/21/22	Steve Toth	1.00	Analyze asset purchase agreement precedent re mining platform (.2); conference with Moelis and C. Okike re same (.6); conference with W. Guthrie re same (.2).
12/21/22	Mason N. Zurek	3.20	Telephone conference with T. Eck re joint venture (.2); review and analyze documents re same (.8); draft and revise default analysis re same (2.2).
12/22/22	David Hackel	1.20	Revise bidding procedures (1.1); correspond with B. Nakhaimousa, K&E team re same (.1).
12/22/22	Mike James Koch	0.20	Review, revise pleadings re bidding procedures.
12/22/22	Sarah R. Margolis	1.00	Correspond with non-disclosure agreement parties re non-disclosure agreement (.4); correspond with J. Ryan, B. Nakhaimousa re same (.2); review, analyze issues re same (.4).
12/22/22	Brian Nakhaimousa	1.30	Revise non-disclosure agreements (1.1); correspond with S. Margolis, J. Ryan, K&E team, Moelis re same (.2).
12/22/22	Brian Nakhaimousa	0.20	Correspond with M. Koch re bidding procedures.
12/22/22	Christine A. Okike, P.C.	0.40	Review sale process letter.
12/22/22	Isabella J. Paretti	2.40	Research precedent re bidding procedures (2.2); correspond with M. Koch and B. Nakhaimousa re same (.2).
12/22/22	Jimmy Ryan	1.40	Correspond with S. Margolis, K&E team re sale non-disclosure agreements (.8); review, revise same (.6).
12/22/22	Steve Toth	0.40	Correspond with CV, C. Okike and K&E team re process letter.
12/22/22	Mason N. Zurek	0.80	Draft and revise JV analysis re sale process (.6); correspond with R. Jacobson, T. Eck re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/23/22	Trevor Eck	4.60	Review, revise sale process non-disclosure agreement materials (.6); research re non-disclosure agreement issue (1.0); correspond with S. Margolis, K&E team re same (.3); research re joint venture agreement issues (2.5); correspond with R. Jacobson, M. Zurek re same (.2).
12/23/22	Rob Jacobson	0.50	Review, comment on sale analysis.
12/23/22	Drew Maliniak	3.30	Review non-disclosure agreement re confidentiality considerations (.6); draft summary re same (1.9); review data room materials re same (.8).
12/23/22	Sarah R. Margolis	1.90	Telephone conference with D. Maliniak re non-disclosure agreement (.2); correspond with D. Maliniak, T. Eck, R. Jacobson re same (.4); review, analyze issue re same (.3); correspond with B. Nakhaimousa re same (.2); review, analyze non-disclosure agreement comments (.3); telephone conference with non-disclosure agreement party re same (.2); correspond with non-disclosure agreement parties re same (.3).
12/23/22	Brian Nakhaimousa	0.40	Conference with Moelis re non-disclosure agreements (.2); conference with S. Margolis re same (.1); correspond with S. Margolis, K&E team re non-disclosure agreements (.1).
12/23/22	Christine A. Okike, P.C.	0.60	Review mining sale process letter (.3); correspond with Moelis, F. Petrie, K&E team re same (.3).
12/23/22	Francis Petrie	1.20	Review materials re sale process timeline and update (.8); correspond with Moelis, C. Okike, K&E team re same (.4).
12/23/22	Jimmy Ryan	0.90	Correspond with S. Margolis, K&E team, Moelis team re bidding procedures non-disclosure agreements research re same.
12/23/22	Steve Toth	0.30	Correspond with C. Okike, K&E team re mining platform process letter.
12/23/22	Mason N. Zurek	1.80	Correspond with R. Jacobson, T. Eck re joint venture analysis (.5); draft and revise same (.8); revise documents re same (.4); telephone conference with R. Jacobson re same (.1).
12/24/22	Brian Nakhaimousa	0.10	Correspond with M. Koch re sale timeline.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/26/22	Rob Jacobson	0.30	Conference with HB team, Moelis team, C. Okike, K&E team re sale process.
12/26/22	Mike James Koch	0.10	Correspond with B. Nakhaimousa re bidding procedures considerations.
12/26/22	Sarah R. Margolis	0.20	Review, revise various non-disclosure agreements.
12/26/22	Brian Nakhaimousa	0.40	Correspond with S. Margolis, Moelis re non-disclosure agreements.
12/26/22	Brian Nakhaimousa	0.10	Correspond with M. Koch re bidding procedures.
12/26/22	Christine A. Okike, P.C.	0.30	Telephone conference with Moelis, Haynes and Boone and R. Jacobson, K&E team re sale process.
12/26/22	Francis Petrie	0.50	Telephone conference with Company re institutional loan sale process.
12/26/22	Mason N. Zurek	0.10	Correspond with T. Eck, R. Jacobson re joint venture analysis re sale.
12/27/22	Trevor Eck	4.00	Draft memorandum re analysis of joint venture agreements for sale considerations (3.7); research re same (.2); correspond with M. Zurek re same (.1).
12/27/22	Rob Jacobson	0.90	Telephone conference with Moelis, Walkers re sale process (.7); review, analyze materials re same (.2).
12/27/22	Sarah R. Margolis	0.20	Revise non-disclosure agreement (.1); correspond with F. Sun, Moelis team, prospective party re same (.1).
12/27/22	Christine A. Okike, P.C.	0.80	Telephone conference with Walkers, Moelis, F. Petrie, K&E teams re sale process.
12/27/22	Francis Petrie	1.00	Prepare for conference with Walkers, Moelis, C. Okike, K&E team re sale process (.2); conference with same re same (.8).
12/27/22	Mason N. Zurek	0.80	Revise memorandum re joint venture sale process (.7); correspond with T. Eck re same (.1).
12/28/22	Trevor Eck	1.60	Research issues re joint venture analysis (.2); revise memorandum re same (.9); revise non-disclosure agreement materials re sale process (.5).
12/28/22	Francis Petrie	0.90	Correspond with Moelis team re sale timeline (.3); review materials re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/28/22	Steve Toth	0.50	Conference with W. Guthrie re asset purchase agreement considerations.
12/28/22	Mason N. Zurek	5.00	Research re collateral, sale and equity treatments (2.7); draft and revise memorandum re joint venture (2.2); correspond with R. Jacobson, T. Eck re same (.1).
12/29/22	Trevor Eck	1.60	Revise non-disclosure agreement materials re sale process (.1); revise memorandum re joint venture sale analysis (1.5).
12/29/22	Will Guthrie	2.00	Draft asset purchase agreement (1.9); correspond with S. Toth re same (.1).
12/29/22	Mike James Koch	0.60	Revise process letter re sale of assets (.5); correspond with B. Nakhaimousa re same (.1).
12/29/22	Sarah R. Margolis	1.00	Revise non-disclosure agreement (.7); review, analyze precedent re same (.2); correspond with Moelis team re same (.1).
12/29/22	Brian Nakhaimousa	0.70	Revise sale process latter (.3); correspond with M. Koch re same (.1); correspond with J. Ryan, K&E team re non-disclosure agreements (.3).
12/29/22	Francis Petrie	0.90	Review and revise sale process letter (.3); correspond with Moelis team re same (.2); telephone conference with Moelis team re sale structure (.2); correspond with Moelis team re same (.2).
12/29/22	Jimmy Ryan	1.60	Correspond with S. Margolis, K&E team, Moelis team re bidding procedures non-disclosure agreements (.5); review, revise, comment on non-disclosure agreement re same (1.1).
12/29/22	Mason N. Zurek	0.30	Draft and revise memorandum re joint venture (.2); correspond with T. Eck re same (.1).
12/30/22	Rob Jacobson	0.80	Review, analyze sale process timeline.
12/30/22	Francis Petrie	1.50	Correspond with Moelis team re sale process (.3); review and revise bidding procedures (.2); review process timeline re sale (1.0).
12/30/22	Jimmy Ryan	0.20	Correspond with S. Margolis, K&E team and Moelis team re bidding procedures non-disclosure agreements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/30/22	Mason N. Zurek	0.10	Correspond with R. Jacobson, T. Eck re joint venture analysis memorandum.
12/31/22	Mike James Koch	1.10	Revise materials re bidding procedures (1.0); correspond with B. Nakhaimousa re same (.1).
12/31/22	Brian Nakhaimousa	0.40	Revise non-disclosure agreement (.3); correspond with J. Ryan re same (.1).
12/31/22	Brian Nakhaimousa	2.60	Revise bidding procedures motion, bidding procedures (2.4); correspond with M. Koch, F. Petrie re same (.2).
12/31/22	Francis Petrie	4.30	Review and revise bidding procedures, materials (3.4); correspond with B. Nakhaimousa, K&E team re same (.1); correspond with Moelis team re sale process (.2); review materials re same (.6).
Total		198.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074349
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 28,957.50

Total legal services rendered

\$ 28,957.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	11.50	660.00	7,590.00
Will Guthrie	8.60	1,115.00	9,589.00
Sarah R. Margolis	0.80	910.00	728.00
Alex McCammon	0.30	1,170.00	351.00
Brian Nakhaimousa	0.80	910.00	728.00
Christine A. Okike, P.C.	1.90	1,640.00	3,116.00
Isabella J. Paretti	0.60	660.00	396.00
Francis Petrie	3.00	1,170.00	3,510.00
Josh Sussberg, P.C.	1.50	1,845.00	2,767.50
Mason N. Zurek	0.20	910.00	182.00
TOTALS	29.20		\$ 28,957.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/22	Alex McCammon	0.30	Telephone conference with M. Ding re governance considerations (.1); correspond with M. Ding, S. Toth re corporate work streams (.2).
12/07/22	Christine A. Okike, P.C.	0.30	Telephone conference with Company re institutional loans.
12/12/22	Isabella J. Paretti	0.60	Review, analyze agreements re corporate governance (.5); correspond with A. McCammon re same (.1).
12/14/22	Ziv Ben-Shahar	0.20	Draft initial corporate organizational chart.
12/14/22	Sarah R. Margolis	0.80	Draft board update (.4); telephone conference with B. Nakhaimousa, BRG re same (.2); correspond with F. Petrie re same (.2).
12/14/22	Francis Petrie	0.60	Revise board materials (.3); correspond with J. Sussberg, K&E team re same (.3).
12/14/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re board update.
12/15/22	Christine A. Okike, P.C.	0.30	Review board update deck.
12/16/22	Ziv Ben-Shahar	3.10	Draft corporate organizational structure chart (2.9); correspond with R. Jacobson re same (.2).
12/16/22	Mason N. Zurek	0.20	Review, analyze considerations re board update.
12/19/22	Ziv Ben-Shahar	2.20	Draft, create corporate organizational chart (.8); research and review materials re same (1.4).
12/20/22	Ziv Ben-Shahar	2.20	Draft, revise organizational structure chart (1.9); conference with R. Jacobson re same (.3).
12/21/22	Ziv Ben-Shahar	3.10	Draft, revise board resolutions re potential officer appointment.
12/21/22	Will Guthrie	1.00	Analyze and revise asset purchase agreement (.3); telephone conference with S. Toth and K&E team and Moelis re asset purchase agreement process (.5); telephone conference with S. Toth re asset purchase agreement process (.2).
12/21/22	Francis Petrie	0.60	Correspond with B. Nakhaimousa, K&E team re board materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Ziv Ben-Shahar	0.70	Review, revise board resolutions re potential officer appointment.
12/22/22	Brian Nakhaimousa	0.80	Correspond with F. Petrie re board presentation materials (.1); prepare same (.7).
12/22/22	Christine A. Okike, P.C.	0.30	Review CRO appointment resolution.
12/22/22	Christine A. Okike, P.C.	0.40	Review, analyze institutional loan issues.
12/22/22	Francis Petrie	1.10	Review and revise materials re board update (.5); review and revise retention resolution (.3); correspond with B. Nakhaimousa, K&E team re same (.3).
12/22/22	Francis Petrie	0.20	Correspond with SEC re order language re all first day motions (.1); correspond with R. Jacobson, K&E team re same (.1).
12/22/22	Josh Sussberg, P.C.	0.60	Telephone conference with Z. Prince and F. Marquez re disclosures and CRO role (.4); telephone conference with M. Renzi re same (.1); correspond with M. Slade re same (.1).
12/23/22	Christine A. Okike, P.C.	0.30	Telephone conference with M. Henry re institutional loans.
12/23/22	Francis Petrie	0.50	Correspond with C. Okike, K&E team, Company re form of resolution.
12/26/22	Christine A. Okike, P.C.	0.30	Review indemnity agreement.
12/27/22	Will Guthrie	3.30	Review, analyze precedent re asset purchase agreements (2.2); draft agreement re same (1.1).
12/28/22	Will Guthrie	4.30	Draft asset purchase agreement (3.8); conference with S. Toth re same (.5).
12/30/22	Josh Sussberg, P.C.	0.80	Attend update telephone conference with board (.5); review materials re same (.3).
Total		29.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074350
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 319,659.00

Total legal services rendered

\$ 319,659.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	3.10	660.00	2,046.00
Erin Bishop	1.00	1,035.00	1,035.00
Cade C. Boland	25.10	900.00	22,590.00
Megan Bowsher	0.40	365.00	146.00
Megan Buenviaje	0.80	425.00	340.00
Kate Vera Coverdale, P.C.	3.60	1,425.00	5,130.00
Trevor Eck	13.30	660.00	8,778.00
Julia R. Foster	0.70	405.00	283.50
David Hackel	15.60	660.00	10,296.00
Shayne Henry	9.70	1,155.00	11,203.50
Richard U. S. Howell, P.C.	17.20	1,435.00	24,682.00
Aleschia D. Hyde	1.80	900.00	1,620.00
Rob Jacobson	3.30	1,035.00	3,415.50
Mike James Koch	3.50	660.00	2,310.00
Sarah R. Margolis	2.00	910.00	1,820.00
Alex McCammon	4.50	1,170.00	5,265.00
Casey McGushin	36.60	1,195.00	43,737.00
Brian Nakhaimousa	11.70	910.00	10,647.00
Christine A. Okike, P.C.	15.20	1,640.00	24,928.00
Isabella J. Parette	32.40	660.00	21,384.00
Francis Petrie	19.30	1,170.00	22,581.00
Evangelia Podaras	4.80	1,235.00	5,928.00
Margaret Reiney	2.30	1,035.00	2,380.50
Laura K. Riff	7.80	1,245.00	9,711.00
Alexandra Schrader	9.80	900.00	8,820.00
Michael B. Slade	21.50	1,645.00	35,367.50
Josh Sussberg, P.C.	0.30	1,845.00	553.50
Katie J. Welch	28.90	1,035.00	29,911.50
Lydia Yale	1.30	295.00	383.50
Mason N. Zurek	2.60	910.00	2,366.00
TOTALS	300.10		\$ 319,659.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Ziv Ben-Shahar	1.80	Review, analyze wages order.
11/28/22	Trevor Eck	2.40	Research re wages motion.
11/28/22	Richard U. S. Howell, P.C.	1.60	Draft correspondence to F. Petrie re KERP motion and additional restructuring issues (.7); review same (.4); conference with F. Petrie, K&E team re employee retention (.5).
11/28/22	Mike James Koch	1.80	Research, analyze precedent re wages motion.
11/28/22	Christine A. Okike, P.C.	1.20	Prepare for retained employee town hall conference (.6); attend retained employee town hall conference (.6).
11/28/22	Isabella J. Paretti	7.10	Review diligence re wages, benefits with financial advisors (2.1); conference with financial advisors re same (3.0); conference with B. Nakhaimousa re same (2.0).
11/28/22	Evangelia Podaras	3.00	Draft correspondence to Company re final employee notices (1.5); prepare attachments re same (1.0); review, revise same (.5).
11/29/22	Kate Vera Coverdale, P.C.	0.50	Telephone conference with F. Petrie, K&E team re compensation matters.
11/29/22	Christine A. Okike, P.C.	0.50	Analyze employee issues.
11/29/22	Isabella J. Paretti	0.30	Review, draft notes re first day hearing and wages (.2); correspond with M. Koch re same (.1).
11/29/22	Francis Petrie	3.00	Review and revise final orders re wages.
11/30/22	Richard U. S. Howell, P.C.	0.60	Conference with C. Okike, K&E team re employee retention strategy (.3); review, analyze considerations re same (.3).
11/30/22	Richard U. S. Howell, P.C.	0.40	Prepare and review correspondence from Company re employee retention plans and related second day hearing issues.
11/30/22	Mike James Koch	0.70	Correspond with J. Ryan re former employee (.2); review precedent re same (.4); correspond with M. Reiney re same (.1).
11/30/22	Brian Nakhaimousa	0.60	Correspond with Company re wages considerations (.5); correspond with M. Koch re same (.1).
11/30/22	Christine A. Okike, P.C.	0.70	Analyze employee issues (.4); correspond with E. Podaras, K&E team re same (.1); correspond with Company re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/22	Evangelia Podaras	0.10	Correspond with C. Okike re employee issues.
12/01/22	Kate Vera Coverdale, P.C.	0.60	Telephone conference with Company, BRG team, C street team, F. Petrie, K&E team re people strategy sync re weekly updates.
12/01/22	Richard U. S. Howell, P.C.	0.40	Review, revise employee retention program materials.
12/01/22	Brian Nakhaimousa	0.90	Correspond with F. Petrie, C. Okike, M. Reiney, Company re employee retention related issues (.6); conference with F. Petrie re same (.3).
12/01/22	Christine A. Okike, P.C.	2.40	Analyze employee retention issues (1.8); telephone conference with Company, F. Petrie, K&E team re same (.6).
12/01/22	Francis Petrie	0.50	Telephone conference with Company re post-petition employee data request coordination.
12/01/22	Evangelia Podaras	0.50	Conference with C. Okike, M. Slade and R. Howell re employee matter.
12/01/22	Margaret Reiney	1.30	Correspond with F. Petrie, K&E team re wage, employee retention issues (.6); research re same (.7).
12/01/22	Michael B. Slade	0.20	Telephone conference with M. Reiney, K&E team re employee retention issues and response to same.
12/02/22	Ziv Ben-Shahar	1.30	Review, analyze social media posts re C Street re employee issues.
12/02/22	Kate Vera Coverdale, P.C.	0.10	Correspond with R. Howell, K&E team re employee compensation program funding matters.
12/02/22	Richard U. S. Howell, P.C.	0.40	Conference with F. Petrie, K&E team re employee retention issues.
12/02/22	Mike James Koch	1.00	Review, revise notice of hearing re retention program motion (.8); correspond with B. Nakhaimousa re same (.2).
12/02/22	Brian Nakhaimousa	2.40	Conference with Company re employee matters (.5); conference with M. Reiney re same (.2); correspond with C. Okike, F. Petrie, M. Reiney re same (.2); draft, review, revise talking points re same (1.1); correspond with I. Paretti, M. Reiney, F. Petrie re same (.2); correspond with M. Koch re notice re retention program motion (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/22	Christine A. Okike, P.C.	1.60	Analyze various employee retention and compensation issues (.5); review and revise employee talking points (.8); correspond with Company re employee issues (.3).
12/02/22	Isabella J. Paretti	1.50	Conference with B. Nakhaimousa re Company employee and wages updates (.4); draft, revise notes re same (.1); correspond with B. Nakhaimousa re same (.3); draft, revise talking points re same (.7).
12/02/22	Francis Petrie	0.70	Correspond with C. Okike, K&E team re employee wage payments.
12/02/22	Margaret Reiney	1.00	Correspond with F. Petrie, K&E team, Company re wage payments (.4); research re same (.6).
12/03/22	Kate Vera Coverdale, P.C.	0.50	Review and revise retention plan overview.
12/03/22	Richard U. S. Howell, P.C.	0.30	Review correspondence from M. Slade re employee issues and second day hearing issues.
12/03/22	Christine A. Okike, P.C.	0.30	Review employee retention matters.
12/04/22	Brian Nakhaimousa	0.20	Correspond with C. Okike, F. Petrie, Company re employee payroll processing.
12/04/22	Christine A. Okike, P.C.	0.30	Review talking points re employee issues.
12/05/22	Richard U. S. Howell, P.C.	0.30	Telephone conference with F. Petrie, K&E team re employee issues.
12/05/22	Alex McCammon	0.80	Research re precedent UCC diligence requests re KERP motions (.6); correspond with K. Welch, K&E team re same (.2).
12/05/22	Brian Nakhaimousa	0.50	Conference with I. Paretti re wages considerations (.3); correspond with F. Petrie, I. Paretti re employee matters (.2).
12/05/22	Christine A. Okike, P.C.	1.10	Telephone conference with Company re employee matters (.6); telephone conference with Company and Papaya re same (.5).
12/05/22	Isabella J. Paretti	2.20	Correspond with B. Nakhaimousa re wages orders (.3); review, revise drafts re same (1.9).
12/05/22	Francis Petrie	0.40	Correspond with A. McCammon, K&E team re employee retention issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Michael B. Slade	1.40	Telephone conference with Company re employee retention issues (.5); telephone conference with Papaya team re employee issues (.5); telephone conference with Deloitte re document retention and sweep (.4).
12/06/22	Alex McCammon	0.70	Correspond with K. Welch, K&E team re UCC precedent KERP requests (.6); correspond with M. Slade, K&E team re U.S. Trustee requests re same (.1).
12/06/22	Brian Nakhaimousa	2.20	Review, revise wages, employee considerations (.5); correspond with I. Paretti re same (.2); research, review, analyze re contractor issue (1.1); correspond with F. Petrie, BRG, I. Paretti re same (.2); conference with I. Paretti re retention program pleadings (.2).
12/06/22	Christine A. Okike, P.C.	2.00	Telephone conference with Company re employee matters (.8); telephone conference with Company, Papaya and C Street re employee communications (.5); analyze employee matters (.7).
12/06/22	Isabella J. Paretti	2.10	Correspond with L. Yale re declaration draft (.3); correspond with B. Nakhaimousa re same (.2); review, revise same (1.6).
12/06/22	Francis Petrie	0.90	Telephone conference with Company re people strategy (.5); coordinate payments with B. Nakhaimousa, K&E team (.4).
12/06/22	Michael B. Slade	0.90	Telephone conference with Company re employee retention.
12/06/22	Katie J. Welch	0.70	Analyze document request considerations re retention programs.
12/06/22	Katie J. Welch	0.30	Conference with R. Howell and M. Slade re retention programs declarations.
12/06/22	Katie J. Welch	0.20	Review and analyze U.S. Trustee's requests re retention programs.
12/06/22	Lydia Yale	0.90	Draft an omnibus reply to objections re employee retention program.
12/07/22	Richard U. S. Howell, P.C.	0.70	Review correspondence from Company re employee issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/22	Richard U. S. Howell, P.C.	1.80	Conference with F. Petrie, K&E team Company re telephone conferences re employee issues and diligence requests (1.2); review pleadings and declarations re same (.6).
12/07/22	Brian Nakhaimousa	0.60	Correspond with F. Petrie, Company re employee related matters (.4); conference with IRS re employee related matters (.2).
12/07/22	Christine A. Okike, P.C.	1.50	Telephone conference with Company and Papaya re employee matters (.5); analyze employee issues (1.0).
12/07/22	Katie J. Welch	0.70	Review, revise document request considerations list re retention programs.
12/08/22	Megan Buenviaje	0.80	Review and analyze final production set (.4); update production documentation and tracking logs (.4).
12/08/22	Julia R. Foster	0.70	Draft Company declaration in support of employee retention programs motion.
12/08/22	Shayne Henry	1.50	Correspond with M. Slade re employee retention issues (.2); conference with M. Slade re same (.2); review materials re same (1.1).
12/08/22	Richard U. S. Howell, P.C.	0.20	Telephone conference with M. Slade re employee issues.
12/08/22	Alex McCammon	1.50	Telephone conference with Company, R. Howell, K. Welch re KERP/TRP declaration.
12/08/22	Casey McGushin	1.60	Review, analyze draft investment agreements re employee issues.
12/08/22	Christine A. Okike, P.C.	1.10	Telephone conference with Company, Deloitte and F. Petrie, K&E team re employee transactions (.4); analyze employee matters (.4); telephone conference with Company re same (.3).
12/08/22	Francis Petrie	1.00	Telephone conference with Company re employee compensation (.5); telephone conference with Company re people strategy (.5).
12/08/22	Michael B. Slade	0.90	Review supporting documents re employee retention issues.
12/08/22	Michael B. Slade	1.30	Telephone conference with F. Petrie, K&E team re employee programs (.8); telephone conference with Company team re employee issue (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Katie J. Welch	1.50	Conference with Company re employee retention programs motion.
12/09/22	Alex McCammon	0.50	Conference with C Street, C. Okike, F. Petrie re employee communications.
12/09/22	Isabella J. Paretti	1.00	Correspond with K. Welch and A. McCammon re employee retention programs (.2); review, compile materials re same (.8).
12/09/22	Michael B. Slade	1.60	Telephone conference with B. Allen and others re document production (.4); telephone conference with Company re update (.4); draft and revise sections of disclosures (.8).
12/09/22	Katie J. Welch	0.80	Review, revise document request considerations list re employee retention programs.
12/10/22	Michael B. Slade	1.10	Review materials re disclosures (.5); draft insert re same (.6).
12/11/22	Francis Petrie	1.20	Review materials re all hands employee conference.
12/11/22	Michael B. Slade	1.40	Review materials for employee compensation disclosures (.7); draft insert re same (.7).
12/12/22	Richard U. S. Howell, P.C.	1.90	Review correspondence and related materials re KERP (1.3); review diligence requests and assist with preparation of responses to same (.6).
12/12/22	Alex McCammon	0.40	Correspond with R. Howell, K. Welch re KERP/TRP matters (.1); correspond with K. Welch re KERP/TRP diligence from WTW (.1); review correspondence re employee matters (.2).
12/12/22	Casey McGushin	1.70	Review and analyze documents re employee retention considerations.
12/12/22	Isabella J. Paretti	2.00	Correspond with F. Petrie and R. Jacobson re wages final orders (.2); research K&E precedent re same (.4); correspond with R. Jacobson re same (.1); review declaration re same (1.3).
12/12/22	Michael B. Slade	2.00	Telephone conference with M. Crowell, J. Meyers and others re employee matter and review documents re same (.6); telephone conference with J. Henes and J. Sussberg re filing and review and edit same (.9); review and edit agreement (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Katie J. Welch	0.70	Correspond with J. Gartrell re U.S. Trustee retention programs requests.
12/12/22	Katie J. Welch	0.30	Conference with R. Howell, K&E team re document review re employee program matters.
12/13/22	Kate Vera Coverdale, P.C.	0.30	Telephone conference with Company, F. Petrie, BRG team, C street team re people strategy sync.
12/13/22	Richard U. S. Howell, P.C.	1.80	Conference with K. Welch, K&E team re employee retention programs (1.2); prepare and review correspondence re same (.6).
12/13/22	Richard U. S. Howell, P.C.	1.90	Telephone conference with K. Welsh, K&E team re diligence requests re KERP (.7); review materials re same (1.0); telephone conference with K. Welsh, K&E team re declarations (.2).
12/13/22	Sarah R. Margolis	0.80	Conference with B. Nakhaimousa re employee retention programs (.5); review, analyze same (.3).
12/13/22	Alex McCammon	0.60	Telephone conference with Company, R. Howell, K. Welch re KERP/TRP matters (.5); correspond with K. Welch, Company re same (.1).
12/13/22	Christine A. Okike, P.C.	0.80	Telephone conference with Company, C Street, F. Petrie, K&E teams re employee retention matters.
12/13/22	Francis Petrie	0.70	Telephone conference with Company re people strategy sync (.5); telephone conferences with C. Okike, K&E team re KERP declaration, strategy (.2).
12/13/22	Laura K. Riff	1.80	Design document review process re employee retention considerations.
12/13/22	Michael B. Slade	0.90	Telephone conference with M. Crowell and others re employee update (.5); telephone conference with Mayers, Crowell and others re employee issue (.4).
12/13/22	Michael B. Slade	0.90	Draft and revise insert for employee compensation disclosures.
12/13/22	Katie J. Welch	0.70	Review, revise document request considerations list re employee retention programs.
12/13/22	Katie J. Welch	0.40	Conference with R. Howell re employee retention programs.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Katie J. Welch	0.50	Conference with Company re employee retention programs.
12/14/22	Trevor Eck	0.30	Telephone conference with R. Jacobson re KERP hearing presentation.
12/14/22	Shayne Henry	0.50	Conference with R. Howell, K&E team re compensation investigation strategy.
12/14/22	Richard U. S. Howell, P.C.	0.70	Correspond with K. Welch, K&E team re employee retention programs (.5); telephone conference with K. Welch re declarations (.2).
12/14/22	Casey McGushin	1.20	Telephone conference with M. Slade, K&E team re employee retention considerations (.4); review, analyze materials re same (.8).
12/14/22	Isabella J. Paretti	2.30	Review, revise declaration re employee retention programs (1.9); correspond with B. Nakhaimousa and S. Margolis re same (.4).
12/14/22	Francis Petrie	0.40	Telephone conference with R. Jacobson, K&E team re employee retention programs declaration status.
12/14/22	Laura K. Riff	2.80	Telephone conference with M. Slade and K&E team re employee retention considerations (.4); prepare re same (.1); review and analyze Company work product re same (.8); draft document review process re same (1.5).
12/14/22	Michael B. Slade	1.20	Telephone conference with employee re transactions.
12/15/22	Kate Vera Coverdale, P.C.	0.60	Telephone conference with Company re people strategy sync re weekly update.
12/15/22	Brian Nakhaimousa	0.50	Review, revise employee retention program (.4); correspond with I. Paretti re same (.1).
12/15/22	Christine A. Okike, P.C.	0.60	Telephone conference with Company, C Street, F. Petrie, K&E teams re employee matters.
12/15/22	Isabella J. Paretti	0.90	Review, revise declaration re employee retention programs (.8); correspond with B. Nakhaimousa and S. Margolis re same (.1).
12/15/22	Francis Petrie	0.80	Telephone conference with Company re employee retention issues (.5); correspond with C. Okike, K&E team, Company re follow up items (.3).
12/15/22	Francis Petrie	1.20	Telephone conference with B. Nakhaimousa, K&E team re final order re wages (.7); review and revise materials re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Laura K. Riff	0.80	Telephone conference with M. Slade, K&E team re employee document review (.5); draft communications re same (.3).
12/15/22	Michael B. Slade	0.50	Telephone conference with Company re employee issues.
12/15/22	Michael B. Slade	0.60	Review materials re employee compensation disclosure.
12/16/22	Richard U. S. Howell, P.C.	0.50	Review additional materials re employee programs hearing.
12/16/22	Richard U. S. Howell, P.C.	0.30	Review draft declarations and provide comments re same re KERP.
12/16/22	Brian Nakhaimousa	0.10	Correspond with F. Petrie, WTW re retention programs declaration.
12/16/22	Evangelia Podaras	0.50	Correspond with Company re independent contractor agreement.
12/16/22	Michael B. Slade	0.70	Revise sections of KERP re employees disclosures.
12/16/22	Katie J. Welch	1.30	Draft, review, revise Company declaration re employee retention programs.
12/18/22	Katie J. Welch	2.60	Review, revise Company declaration re employee retention programs.
12/19/22	Trevor Eck	0.50	Draft KERP hearing presentation.
12/19/22	Richard U. S. Howell, P.C.	1.50	Draft, review, revise Company declaration re employee retention programs (.8); correspond with K. Welch, K&E team re same (.7).
12/19/22	Sarah R. Margolis	1.20	Review, revise notice (.7); correspond with M. Koch re same (.2); review, analyze Singapore local law re same (.3).
12/19/22	Brian Nakhaimousa	0.20	Correspond with I. Paretti re employee compensation issue.
12/19/22	Isabella J. Paretti	1.60	Conference with B. Nakhaimousa re wages related matters, considerations (.8); correspond with BRG re same (.2); conference with BRG re same (.1); review, analyze Company invoices re same (.3); correspond with F. Petrie re same (.2).
12/19/22	Francis Petrie	0.90	Correspond with Company re employee order, processor fees (.2); review and analyze materials re same (.1); correspond with B. Nakhaimousa, K&E team re KERP materials, requested diligence (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Laura K. Riff	0.50	Manage and design review of documents re employee document review.
12/19/22	Michael B. Slade	1.20	Review employee compensation disclosures and correspond with F. Petrie, K&E team re same (.7); review and revise separation agreement (.5).
12/19/22	Katie J. Welch	0.60	Respond to requests from U.S. Trustee re employee retention programs.
12/19/22	Lydia Yale	0.40	Research re confidentiality considerations re employees.
12/20/22	Kate Vera Coverdale, P.C.	0.50	Telephone conference with Company re people strategy sync re weekly status.
12/20/22	Trevor Eck	0.60	Draft KERP hearing presentation.
12/20/22	Christine A. Okike, P.C.	0.60	Telephone conference with E. Podaras re employee matter (.1); telephone conference with Company, C Street, F. Petrie, K&E teams re employee matters (.5).
12/20/22	Isabella J. Paretti	1.60	Review, revise declaration re employee retention programs (1.2); conference with B. Nakhaimousa re same (.3); correspond with B. Nakhaimousa re same (.1).
12/20/22	Isabella J. Paretti	1.10	Review, analyze wages and benefits related issues (.2); analyze Company information re same (.3); correspond with F. Petrie re same (.2); conference with B. Nakhaimousa re same (.4).
12/20/22	Francis Petrie	0.70	Telephone conference with Company re employee retention issues (.5); review materials re 401K (.1); correspond with Company re same (.1).
12/20/22	Evangelia Podaras	0.20	Telephone conference with C. Okike re independent contractor agreement (.1); correspond with Company re same (.1).
12/20/22	Michael B. Slade	1.30	Telephone conference with Company re employee retention issues (.4); review, revise disclosure materials re same (.9).
12/20/22	Katie J. Welch	2.60	Draft and revise witness declaration in support of employee retention programs motion.
12/20/22	Mason N. Zurek	0.10	Correspond with R. Jacobson, D. Hackel re employee retention programs reply.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/22	Cade C. Boland	2.60	Telephone conference with L. Riff, K&E team re document review next steps (.4); review documents re Company compensation practices (2.2).
12/21/22	Trevor Eck	4.70	Draft KERP presentation (3.8); correspond with F. Petrie, K&E team re same (.9).
12/21/22	David Hackel	7.60	Review, revise retention programs reply (4.0); correspond with M. Zurek re same (.2); research re same (3.4).
12/21/22	Richard U. S. Howell, P.C.	1.30	Draft correspondence to M. Slade re KERP and other second day hearing issues (.5); review correspondence from M. Slade re same (.2); review and revise draft pleadings (.6).
12/21/22	Casey McGushin	1.80	Review, analyze documents re employee retention considerations.
12/21/22	Brian Nakhaimousa	1.30	Revise KERP declaration.
12/21/22	Isabella J. Parette	2.30	Review, revise declaration re employee retention programs (1.3); conference with B. Nakhaimousa re same (.5); conference with F. Petrie and B. Nakhaimousa re same (.2); correspond with B. Nakhaimousa re same (.3).
12/21/22	Francis Petrie	0.90	Review declarations re employee retention programs (.5); correspond with B. Nakhaimousa, K&E team re same (.4).
12/21/22	Evangelia Podaras	0.50	Review termination agreement draft (.3); correspond with Company re same (.2).
12/21/22	Michael B. Slade	0.70	Review and revise materials re employee compensation disclosures.
12/21/22	Katie J. Welch	0.40	Telephone conference with M. Slade, K&E team re employee document review.
12/21/22	Mason N. Zurek	0.10	Telephone conference with D. Hackel re employee retention programs reply.
12/22/22	Cade C. Boland	5.90	Review, analyze documents re Company compensation issues.
12/22/22	Kate Vera Coverdale, P.C.	0.50	Telephone conference with Company, F. Petrie re people strategy sync.
12/22/22	David Hackel	1.90	Review, revise employee retention programs reply (1.4); correspond with M. Zurek re same (.2); research re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Casey McGushin	1.50	Review, analyze documents re employee considerations.
12/22/22	Brian Nakhaimousa	1.40	Review, revise WTW retention programs declaration (1.0); conference with WTW re same (.3); correspond with R. Howell, K&E team, WTW re same (.1).
12/22/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street, F. Petrie, K&E team re employee matters.
12/22/22	Francis Petrie	1.30	Telephone conference with Company, C. Okike, K&E team re people strategy (.5); telephone conference with Company, C Street team re disclosure strategy (.4); review communications materials (.3); correspond with C Street team re same (.1).
12/22/22	Laura K. Riff	0.90	Draft document review protocol re employee considerations.
12/22/22	Michael B. Slade	0.40	Telephone conference with Crowell and others re employee retention issues.
12/23/22	Shayne Henry	3.70	Review, analyze compensation memorandum re employee issues (.4); review supporting documents re same (1.5); correspond with L. Riff re employee review (.9); telephone conference with K&E team re executive review (.4); correspond with M. Slade, K&E team re compensation review (.5).
12/23/22	Casey McGushin	7.70	Review and analyze documents re employee retention considerations (3.9); compile summary re same (3.2); telephone conference with S. Henry, K&E team re same (.6).
12/23/22	Francis Petrie	0.90	Telephone conference with K. Welch, K&E team, Company re retention program declaration (.5); correspond re employee retention programs participant diligence (.4).
12/23/22	Laura K. Riff	1.00	Telephone conference with S. Henry, K&E team re employee document review (.4); correspond with S. Henry K&E team re same (.6).
12/23/22	Michael B. Slade	0.80	Telephone conference with F. Petrie, K&E team re employee programs evidence.
12/23/22	Michael B. Slade	0.80	Edit materials re employee compensation disclosures.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/23/22	Michael B. Slade	0.30	Telephone conference with F. Petrie, K&E team re employee retention considerations.
12/23/22	Katie J. Welch	0.40	Review and analyze employee retention programs timeline in preparation for conference with Company.
12/23/22	Katie J. Welch	0.80	Conference with F. Petrie, K&E team, Company re retention programs declaration.
12/23/22	Mason N. Zurek	1.10	Correspond with D. Hackel re KERP reply (.2); review and revise same (.9).
12/24/22	Rob Jacobson	2.10	Draft hearing presentation re KERP (1.9); analyze issues re same (.2).
12/24/22	Casey McGushin	3.20	Review, analyze documents re employee considerations.
12/24/22	Josh Sussberg, P.C.	0.30	Review updated disclosure re employee payments and comment on same.
12/26/22	Trevor Eck	4.80	Review, analyze management compensation materials re second day presentation (.8); review, revise second day hearing presentation (2.6); research re same (1.4).
12/26/22	Casey McGushin	1.60	Review, analyze supporting documents re employee retention issues.
12/26/22	Isabella J. Paretti	0.20	Correspond with B. Nakhaimousa re employee retention related matters, considerations.
12/26/22	Francis Petrie	0.50	Correspond re management compensation materials.
12/27/22	Cade C. Boland	3.30	Draft summary re employee retention considerations (.2); review, analyze documents re Company employee practices (3.1).
12/27/22	Megan Bowsher	0.40	Review regulatory production materials.
12/27/22	David Hackel	4.70	Review, revise KERP documents (3.9); correspond with M. Zurek re same (.5); research re same (.3).
12/27/22	Aleschia D. Hyde	1.80	Review, analyze documents re employee retention issues.
12/27/22	Casey McGushin	5.30	Draft outline of memorandum re employee retention considerations (1.9); review, analyze supporting documents re same (3.4).
12/27/22	Brian Nakhaimousa	0.40	Review, revise WTW employee retention programs declaration (.3); correspond with I. Paretti, F. Petrie re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/27/22	Isabella J. Parette	0.60	Correspond with D. Hackel re employee retention (.2); conference with B. Nakhaimousa re same (.4).
12/27/22	Francis Petrie	1.20	Review, analyze retention programs diligence (1.0); correspond with B. Nakhaimousa re same (.2).
12/27/22	Alexandra Schrader	2.70	Review, analyze documents re responsiveness and privilege re employee retention considerations.
12/27/22	Katie J. Welch	5.10	Review, analyze documents re responsiveness, privilege, and confidentiality re employee retention considerations.
12/27/22	Mason N. Zurek	0.40	Revise KERP reply (.3); correspond with D. Hackel re same (.1).
12/28/22	Cade C. Boland	4.10	Review, analyze documents re Company compensation practices.
12/28/22	Shayne Henry	0.30	Correspond with L. Riff and C. McGushin re compensation practices.
12/28/22	Rob Jacobson	1.20	Review, revise second day hearing presentation re KERP.
12/28/22	Casey McGushin	4.70	Review, analyze documents re executive compensation (3.9); correspond with L. Riff, K&E team re same (.8).
12/28/22	Brian Nakhaimousa	0.10	Review, revise final wages order.
12/28/22	Isabella J. Parette	4.00	Review, revise wages final order (3.3); correspond with B. Nakhaimousa re same (.2); correspond with M. Koch re same (.1); correspond with S. Margolis re same (.1); correspond with R. Jacobson re same (.3).
12/28/22	Alexandra Schrader	3.40	Review, analyze documents re responsiveness and privilege re employee retention considerations.
12/28/22	Michael B. Slade	0.40	Correspond with F. Petrie re employee retention programs.
12/28/22	Katie J. Welch	4.00	Draft and revise witness declaration in support of employee retention programs motion.
12/29/22	Cade C. Boland	4.00	Review, analyze documents re employee retention considerations re executive compensation investigation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/29/22	Shayne Henry	3.50	Review, analyze documents re employee retention considerations re executive compensation investigation.
12/29/22	Casey McGushin	2.60	Review, analyze documents re employee retention considerations re executive compensation investigation.
12/29/22	Brian Nakhaimousa	0.30	Review, revise employee retention programs declaration (.2); correspond with R. Howell re same (.1).
12/29/22	Isabella J. Paretti	0.80	Correspond with B. Nakhaimousa re key employee organizational chart (.3); review materials re same (.5).
12/29/22	Francis Petrie	0.60	Review diligence re employee retention programs (.3); correspond with I. Paretti, K&E team re same (.3).
12/29/22	Francis Petrie	1.00	Correspond with BRG team re wage order (.4); review and revise materials re same (.6).
12/29/22	Alexandra Schrader	1.60	Review, analyze documents re employee retention considerations re responsiveness and privilege.
12/29/22	Katie J. Welch	0.80	Draft and revise employee organizational chart.
12/29/22	Katie J. Welch	2.10	Draft and revise witness declaration in support of employee retention programs motion.
12/30/22	Erin Bishop	1.00	Review, analyze documents re employee retention considerations re responsiveness and privilege.
12/30/22	Cade C. Boland	5.20	Review, analyze documents re Company executive compensation practices.
12/30/22	David Hackel	1.40	Review, revise employee retention reply (1.1); correspond with M. Zurek re same (.1); research re same (.2).
12/30/22	Richard U. S. Howell, P.C.	0.60	Correspond with K. Welch, F. Petrie re hearing re employee retention programs, related issues.
12/30/22	Isabella J. Paretti	0.80	Review, revise final order re wages (.7); correspond with R. Jacobson re same (.1).
12/30/22	Francis Petrie	0.50	Correspond with K. Welch, R. Howell re employee retention programs declaration, disclosures and strategy.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/30/22	Alexandra Schrader	2.10	Review, analyze documents re responsiveness and privilege re employee retention considerations.
12/30/22	Katie J. Welch	1.40	Draft and revise witness declaration in support of employee retention programs motion.
12/30/22	Mason N. Zurek	0.90	Review and revise retention programs reply (.8); correspond with D. Hackel re same (.1).
12/31/22	Shayne Henry	0.20	Correspond with C. McGushin re employee compensation investigation.
12/31/22	Casey McGushin	3.70	Review supporting documents re employee retention considerations.
Total		300.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074351
Client Matter: 54119-15

In the Matter of SOFAs and Schedules

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 26,008.00

Total legal services rendered

\$ 26,008.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	5.30	660.00	3,498.00
Rob Jacobson	0.70	1,035.00	724.50
Mike James Koch	2.10	660.00	1,386.00
Alex McCammon	1.40	1,170.00	1,638.00
Christine A. Okike, P.C.	4.80	1,640.00	7,872.00
Francis Petrie	5.80	1,170.00	6,786.00
Michael B. Slade	0.70	1,645.00	1,151.50
Josh Sussberg, P.C.	1.60	1,845.00	2,952.00
TOTALS	22.40		\$ 26,008.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/22	Mike James Koch	0.70	Research re disclosure considerations re schedules (.5); correspond with F. Petrie re same (.2).
12/02/22	Alex McCammon	0.10	Research law, rules re schedules and statements.
12/02/22	Christine A. Okike, P.C.	0.20	Correspond with Haynes and Boone, F. Petrie, K&E team re schedules and statements.
12/02/22	Francis Petrie	0.80	Correspond with M. Koch, C. Okike re payments, disclosures with respect to schedules and statements.
12/02/22	Michael B. Slade	0.70	Telephone conference with J. Meyers and others re SoFAs and schedules (.2); prepare for same (.1); review precedent re same (.4).
12/02/22	Josh Sussberg, P.C.	0.30	Correspond with C. Okike re schedules and loan book.
12/03/22	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re schedules and statements and claims date.
12/05/22	Ziv Ben-Shahar	1.00	Research disclosure requirements (.8); correspond with F. Petrie, M. Koch, A. McCammon re same (.2).
12/05/22	Alex McCammon	0.10	Correspond with HB, F. Petrie re schedules and statements.
12/05/22	Francis Petrie	0.50	Review materials re withdrawals, global notes, related materials (.4); correspond with J. Sussberg re same (.1).
12/05/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re preparation of schedules and statements.
12/06/22	Alex McCammon	0.90	Correspond with Haynes and Boone, F. Petrie re preparation of schedules and statements (.2); conference with Company, Haynes and Boone, F. Petrie re same (.7).
12/06/22	Francis Petrie	0.30	Telephone conference with Company, A. McCammon re SoFA treatment.
12/08/22	Ziv Ben-Shahar	1.30	Research re customer information and disclosures.
12/08/22	Alex McCammon	0.30	Correspond with C. Okike, F. Petrie, Haynes and Boone re preparation of schedules and statements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Ziv Ben-Shahar	0.40	Analyze schedules re disclosure requirements (.3); correspond with M. Koch, F. Petrie re same (.1).
12/12/22	Mike James Koch	0.50	Review precedent re statement of financial affairs (.4); correspond with F. Petrie re same (.1).
12/12/22	Christine A. Okike, P.C.	1.20	Review schedules and statements.
12/12/22	Francis Petrie	0.50	Correspond with M. Koch, K&E team, HB teams re SoFA materials, global notes, executive payments.
12/12/22	Josh Sussberg, P.C.	0.30	Conference with M. Slade, C Street and C. Okike re schedules disclosure.
12/14/22	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re schedules disclosure.
12/15/22	Ziv Ben-Shahar	0.70	Research re required disclosures (.5); correspond with F. Petrie re same (.2).
12/15/22	Francis Petrie	0.90	Review materials re SoFA, SOALS content (.8); correspond with Z. Ben-Shahar, M. Koch re same (.1).
12/20/22	Ziv Ben-Shahar	1.20	Research, analyze potential issues re schedule disclosures (1.0); correspond with F. Petrie, M. Koch re same (.2).
12/20/22	Mike James Koch	0.90	Research re statement of financial affairs considerations (.8); correspond with F. Petrie, Z. Ben-Shahar re same (.1).
12/20/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes & Boone, BRG, F. Petrie, K&E teams re schedules and statements.
12/20/22	Francis Petrie	1.70	Telephone conference with HB team re preparation of SoFAs (.3); correspond with M. Koch, K&E team re supporting SoFA materials (.5); review materials re same (.2); draft correspondence re same (.2); telephone conference with Company re pricing, claims amounts (.5).
12/20/22	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re schedules and related disclosure.
12/21/22	Ziv Ben-Shahar	0.70	Review, analyze issues re SoFA disclosure.
12/21/22	Rob Jacobson	0.70	Telephone conference with BRG team, Company re monthly operating reports, SoFA, SOALS (.6); analyze issues re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/22	Francis Petrie	1.10	Review correspondence from Z. Ben-Shahar re SoFAs and SOAL content (.3); review materials re same (.5); correspond with Company, Z. Ben-Shahar, K&E team re same (.3).
12/22/22	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone, C Street and F. Petrie, K&E teams re schedules and statements.
12/22/22	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, K&E team re schedules and statements.
12/23/22	Christine A. Okike, P.C.	0.30	Review and revise monthly operating report global notes.
12/23/22	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, K&E team re status on schedules.
12/26/22	Christine A. Okike, P.C.	0.50	Review schedules and statements.
12/27/22	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, K&E team re hearing on schedules extension and next steps.
12/30/22	Christine A. Okike, P.C.	1.40	Review schedules and statements.
Total		22.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074352
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 80,478.00

Total legal services rendered

\$ 80,478.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	3.20	660.00	2,112.00
Cade C. Boland	1.50	900.00	1,350.00
Trevor Eck	2.00	660.00	1,320.00
Julia R. Foster	3.60	405.00	1,458.00
David Hackel	2.30	660.00	1,518.00
Richard U. S. Howell, P.C.	8.20	1,435.00	11,767.00
Rob Jacobson	3.10	1,035.00	3,208.50
Mike James Koch	1.90	660.00	1,254.00
Alex McCammon	5.90	1,170.00	6,903.00
Casey McGushin	1.80	1,195.00	2,151.00
Brian Nakhaimousa	2.00	910.00	1,820.00
Christine A. Okike, P.C.	7.50	1,640.00	12,300.00
Isabella J. Paretti	2.00	660.00	1,320.00
Francis Petrie	5.80	1,170.00	6,786.00
Margaret Reiney	5.50	1,035.00	5,692.50
Jimmy Ryan	1.10	795.00	874.50
Michael B. Slade	1.80	1,645.00	2,961.00
Josh Sussberg, P.C.	8.50	1,845.00	15,682.50
TOTALS	67.70		\$ 80,478.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/22	Ziv Ben-Shahar	3.20	Prepare for hearing (1.2); attend first day hearing (2.0).
11/29/22	Cade C. Boland	1.50	Attend first day hearing.
11/29/22	Trevor Eck	2.00	Attend first day telephone conference hearing.
11/29/22	Julia R. Foster	2.00	Assist with first day hearing.
11/29/22	Julia R. Foster	1.60	Prepare binders and supporting materials for November 29 hearing (1.2); correspond with F. Petrie, K&E team, Company, and advisors re calendar invites re January 9 and January 30 hearings (.4).
11/29/22	Richard U. S. Howell, P.C.	5.30	Participate in first day hearing (2.0); prepare for same (3.3).
11/29/22	Rob Jacobson	3.10	Participate in first day hearing (2.0); prepare first day hearing presentation re same (1.1).
11/29/22	Mike James Koch	1.90	Attend first day hearing.
11/29/22	Alex McCammon	5.90	Attend first-day hearing (2.0); prepare for same (3.9).
11/29/22	Casey McGushin	1.80	Participate in first day hearing.
11/29/22	Brian Nakhaimousa	2.00	Attend first day telephone conference hearing.
11/29/22	Christine A. Okike, P.C.	7.50	Prepare for first day hearing (3.9); review filed pleadings and supporting materials re same (1.6); participate in first day hearing (2.0).
11/29/22	Isabella J. Parette	2.00	Attend first day telephone conference hearing.
11/29/22	Francis Petrie	2.00	Participate in first day hearing.
11/29/22	Francis Petrie	3.80	Prepare for first day hearing.
11/29/22	Margaret Reiney	5.50	Prepare supporting materials for first day hearing (3.5); participate in first day hearing (2.0).
11/29/22	Jimmy Ryan	1.10	Partially attend first day hearing.
11/29/22	Michael B. Slade	1.80	Attend first day hearing.
11/29/22	Josh Sussberg, P.C.	8.50	Prepare for first day hearing (3.9); conference with C. Okike, K&E team re hearing (2.6); attend first day hearing (2.0).
12/08/22	Richard U. S. Howell, P.C.	2.20	Attend telephone conferences to prepare for second day hearing (1.7); prepare for same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/22	Richard U. S. Howell, P.C.	0.70	Review correspondence from J. Sussberg re second day hearing.
12/22/22	David Hackel	2.30	Draft agenda re hearing (2.1); correspond with R. Jacobson re same (.2).
Total		67.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074353
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 6,431.00

Total legal services rendered

\$ 6,431.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.40	1,640.00	656.00
William T. Pruitt	4.20	1,375.00	5,775.00
TOTALS	4.60		\$ 6,431.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	William T. Pruitt	0.50	Review and analyze proposed endorsement re premium payment (.3); correspond with J. Sussberg and C. Okike re same (.1); correspond with Aon re same (.1).
12/08/22	William T. Pruitt	0.40	Review and analyze proposed D&O insurance endorsements (.3); correspond with L. Thorne and broker re same (.1).
12/13/22	William T. Pruitt	0.30	Analyze D&O insurance policies (.1); correspond with M. Slade and broker re same (.2).
12/14/22	William T. Pruitt	0.70	Analyze strategy re counsel retention and related insurance issues (.1); telephone conference with M. Slade re same (.3); review policy re interview coverage (.1); telephone conference with broker re same (.2).
12/16/22	William T. Pruitt	0.70	Analyze materials re draft insurance notice (.3); revise, review draft re same (.2); correspond with M. Slade re same (.2).
12/18/22	William T. Pruitt	0.20	Analyze materials re insurance notice and comments on same (.1); correspond with M. Slade re same (.1).
12/19/22	William T. Pruitt	0.30	Finalize and send draft insurance notice to Aon (.2); correspondence with M. Slade re same (.1).
12/20/22	William T. Pruitt	0.30	Review notice re insurance policy (.2); correspond with M. Slade re same (.1).
12/26/22	Christine A. Okike, P.C.	0.40	Review insurance agreements re coverage issue.
12/26/22	William T. Pruitt	0.80	Analyze research re insurance coverage for manager (.2); review policy re same (.5); correspond with M. Slade and C. Okike re same (.1).
Total		4.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074354
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 27,411.00

Total legal services rendered

\$ 27,411.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	7.90	660.00	5,214.00
Trevor Eck	11.80	660.00	7,788.00
Julia R. Foster	4.50	405.00	1,822.50
Rob Jacobson	0.40	1,035.00	414.00
Sarah R. Margolis	12.50	910.00	11,375.00
Francis Petrie	0.20	1,170.00	234.00
Anthony Vincenzo Sexton, P.C.	0.20	1,490.00	298.00
Luke Spangler	0.90	295.00	265.50
TOTALS	38.40		\$ 27,411.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Anthony Vincenzo Sexton, P.C.	0.20	Correspond with F. Petrie, K&E team re plan issues.
12/06/22	Julia R. Foster	1.80	Draft disclosure statement.
12/06/22	Rob Jacobson	0.40	Telephone conference with S. Margolis re disclosure statement.
12/06/22	Sarah R. Margolis	0.60	Telephone conference with R. Jacobson re disclosure statement (.4); review, analyze declaration, presentation, motions re same (.2).
12/07/22	Trevor Eck	0.20	Telephone conference with R. Jacobson and S. Margolis re disclosure statement workstreams and next steps.
12/09/22	Trevor Eck	3.20	Telephone conference with S. Margolis re disclosure statement updates, strategy and next steps (.3); draft disclosure statement (2.0); review, analyze precedent re same (.9).
12/09/22	Julia R. Foster	2.70	Draft disclosure statement motion (1.4); draft disclosure statement motion exhibits (1.3).
12/09/22	Sarah R. Margolis	0.70	Telephone conference with T. Eck re disclosure statement (.2); draft disclosure statement (.5).
12/11/22	Trevor Eck	2.00	Draft disclosure statement.
12/11/22	Sarah R. Margolis	3.70	Draft disclosure statement (3.0); review, analyze chapter 11 plan, bidding procedures motion, declaration re same (.7).
12/12/22	Ziv Ben-Shahar	3.80	Draft motion re disclosure statement.
12/12/22	Trevor Eck	4.10	Draft disclosure statement (3.7); correspond with S. Margolis, K&E team re same (.4).
12/13/22	Ziv Ben-Shahar	4.10	Draft, review disclosure statement motion, exhibits (3.6); correspond with S. Margolis, K&E team re same (.5).
12/13/22	Sarah R. Margolis	4.00	Review, revise disclosure statement (3.5); research, analyze materials responsive to same (.5).
12/13/22	Luke Spangler	0.10	Review disclosure statement.
12/15/22	Trevor Eck	2.00	Review, revise disclosure statement (1.9); correspond with S. Margolis re same (.1).
12/15/22	Sarah R. Margolis	0.90	Revise disclosure statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Luke Spangler	0.80	Research and compile precedent re disclosure statement (.6); compare BlockFi disclosure statement to precedent (.1); correspond with S. Margolis, K&E team re same (.1).
12/16/22	Trevor Eck	0.30	Review, revise disclosure statement.
12/16/22	Sarah R. Margolis	2.60	Review, revise disclosure statement (.7); correspond with T. Eck re same (.1); review, revise disclosure statement (1.7); correspond with T. Eck re same (.1).
12/20/22	Francis Petrie	0.20	Telephone conference with Company re chapter 11 plan.
Total		38.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074355
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 25,551.00

Total legal services rendered

\$ 25,551.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.70	660.00	1,122.00
Julia R. Foster	0.30	405.00	121.50
Mike James Koch	4.80	660.00	3,168.00
Sarah R. Margolis	6.10	910.00	5,551.00
Christine A. Okike, P.C.	1.20	1,640.00	1,968.00
Isabella J. Paretti	4.00	660.00	2,640.00
Francis Petrie	7.40	1,170.00	8,658.00
Michael B. Slade	0.60	1,645.00	987.00
Luke Spangler	1.40	295.00	413.00
Josh Sussberg, P.C.	0.50	1,845.00	922.50
TOTALS	28.00		\$ 25,551.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Christine A. Okike, P.C.	1.00	Telephone conference with BlockFi International, Walkers, E&Y, Haynes and Boone and K&E teams re Bermuda proceeding.
11/30/22	Josh Sussberg, P.C.	0.40	Correspond with Company re Bermuda matters.
12/07/22	Michael B. Slade	0.60	Telephone conference with C. Okike and U. Rho re international matters (.3); revise timeline re same (.3).
12/09/22	Julia R. Foster	0.30	Research precedent re notices of international debtor.
12/09/22	Francis Petrie	0.90	Correspond with R. Jacobson, K&E team re international entity wind down (.5); review materials re same (.4).
12/09/22	Luke Spangler	0.90	Research precedent re notice of international name change and wind down notice (.6); draft BlockFi notice of name change (.3).
12/09/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re BlockFi Asia considerations.
12/12/22	Mike James Koch	1.10	Draft notice re international entity considerations.
12/12/22	Sarah R. Margolis	2.00	Correspond with M. Koch re international wind-down notice (.2); review, analyze precedent re same (.5); review, revise same (1.3).
12/12/22	Sarah R. Margolis	1.50	Review, research analyze considerations Singapore entity.
12/13/22	Mike James Koch	2.60	Research materials re motion to wind up international non-debtor subsidiary (.4); draft motion re same (2.2).
12/13/22	Sarah R. Margolis	0.10	Correspond with M. Koch re international non-debtor wind down.
12/13/22	Sarah R. Margolis	2.00	Draft notice of international wind-down motion (1.5); research, analyze local law re same (.3); correspond with M. Koch re same (.2).
12/13/22	Francis Petrie	0.40	Telephone conference with HB, Company re Bermuda entity employee issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Francis Petrie	0.60	Review notice re international entity considerations (.4); correspond with Company re same (.2).
12/13/22	Luke Spangler	0.50	Research and compile precedent re international entity considerations (.4); correspond with S. Margolis re same (.1).
12/14/22	Sarah R. Margolis	0.50	Revise international wind-down notice (.3); research, analyze local law, diligence re same (.2).
12/17/22	Francis Petrie	1.60	Review and revise notice re international entity considerations (.9); review materials, precedent re same (.7).
12/19/22	Mike James Koch	1.10	Review, revise draft notice of wind down re international non-debtor affiliate.
12/20/22	Francis Petrie	0.90	Correspond with Walkers team re JPL process, Bermuda court (.6); correspond with R. Jacobson, K&E team re platform pause timing and trade only asset withdrawal timing (.3).
12/20/22	Francis Petrie	0.50	Revise notice of international wind up (.3); correspond with S. Margolis, K&E team re same (.2).
12/22/22	Francis Petrie	1.10	Review JPL restructuring procedures (.3); correspond with Walkers team re JPL process (.2); review Bermuda wallet application and correspond with I Paretti, K&E team re same (.6).
12/23/22	Trevor Eck	1.70	Draft case management procedures summary re Bermuda joint provisional liquidation proceeding.
12/23/22	Isabella J. Paretti	2.20	Review, analyze Bermuda court proceedings pleadings re wallet withdrawal relief (1.9); correspond with F. Petrie re same (.3).
12/26/22	Christine A. Okike, P.C.	0.20	Review Joint Provisional Liquidators procedures.
12/26/22	Isabella J. Paretti	1.80	Review, analyze pleadings re Bermuda proceedings (1.5); correspond with R. Jacobson re same (.1); correspond with C. Okike re same (.2).
12/26/22	Francis Petrie	0.70	Review materials re international sanctions documents.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/29/22	Francis Petrie	0.70	Correspond with Walkers team re international considerations (.4); review objections and correspond with R. Jacobson, K&E team re same (.3).
Total		28.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074357
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 234,534.50

Total legal services rendered

\$ 234,534.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alli Beckett	3.00	425.00	1,275.00
Ziv Ben-Shahar	12.90	660.00	8,514.00
Michael Y. Chan	29.50	330.00	9,735.00
Marta Dudyan	18.60	285.00	5,301.00
Trevor Eck	68.30	660.00	45,078.00
Julia R. Foster	1.20	405.00	486.00
Susan D. Golden	2.70	1,315.00	3,550.50
David Hackel	9.10	660.00	6,006.00
Rob Jacobson	54.20	1,035.00	56,097.00
Mike James Koch	19.40	660.00	12,804.00
Sarah R. Margolis	5.30	910.00	4,823.00
Alex McCammon	7.10	1,170.00	8,307.00
Brian Nakhaimousa	22.30	910.00	20,293.00
Eric Nyberg	52.00	285.00	14,820.00
Christine A. Okike, P.C.	3.40	1,640.00	5,576.00
Isabella J. Parette	3.70	660.00	2,442.00
Francis Petrie	5.80	1,170.00	6,786.00
Jimmy Ryan	18.70	795.00	14,866.50
Luke Spangler	0.40	295.00	118.00
Josh Sussberg, P.C.	0.50	1,845.00	922.50
Mason N. Zurek	7.40	910.00	6,734.00
TOTALS	345.50		\$ 234,534.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Mike James Koch	1.80	Review, revise parties in interest list (.4); correspond with R. Jacobson, K&E team re same (.2); review, revise budget and staffing workbook and memorandum (1.1); correspond with J. Ryan, B. Nakhaimousa re same (.1).
11/29/22	Michael Y. Chan	5.00	Analyze conflicts searching for creditors and entities (2.0); research re creditors and entities (3.0).
11/29/22	Rob Jacobson	0.90	Review, analyze retention reports.
11/29/22	Eric Nyberg	6.50	Research organization and preparation of parties re conflicts searching for creditors and entities (3.0); research parent Company re creditors and entities (3.5).
11/30/22	Alli Beckett	3.00	Analyze disclosure of creditors and entities re K&E retention application.
11/30/22	Michael Y. Chan	3.00	Analyze disclosure of creditors and entities re K&E retention application.
11/30/22	Rob Jacobson	1.20	Review, analyze retention issues.
11/30/22	Mike James Koch	0.20	Review, revise parties in interest list (.1); correspond with R. Jacobson re same (.1).
11/30/22	Eric Nyberg	3.50	Conduct analysis for disclosure of creditors and entities re K&E retention application and related declaration in support.
12/01/22	Julia R. Foster	1.20	Draft K&E retention application.
12/01/22	Rob Jacobson	3.90	Review, analyze retention matters (.9); review, analyze parties in interest list, supporting data (2.7); correspond with M. Koch, K&E team re same (.3).
12/01/22	Mike James Koch	0.60	Review, revise parties in interest list (.1); review, analyze issues re conflicts review (.3); correspond with R. Jacobson, K&E conflicts team re same (.2).
12/01/22	Mike James Koch	1.30	Review, revise budget and staffing plan and memorandum (1.2); correspond with B. Nakhaimousa and J. Ryan re same (.1).
12/01/22	Alex McCammon	0.90	Analyze matters re creditors, claims, customer lists (.6); conference with R. Jacobson, J. Foster re K&E retention (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Eric Nyberg	3.00	Review parties re conflicts searching for creditors and entities (1.5); research for creditors and entities re same (.5); analyze disclosure of creditors and entities (1.0).
12/01/22	Jimmy Ryan	0.40	Review, comment on budget and staffing memorandum.
12/02/22	Michael Y. Chan	1.50	Research conflicts searching for creditors and entities (1.3); analyze disclosures re creditors and entities (.2).
12/02/22	Jimmy Ryan	0.20	Correspond with B. Nakhaimousa, K&E team re budget and K&E retention.
12/05/22	Ziv Ben-Shahar	1.50	Revise budget and staffing worksheet (1.1); correspond with J. Ryan re retention diligence (.4).
12/05/22	Michael Y. Chan	1.50	Research re parties re conflicts searching re creditors and entities (.5); research re company creditors and entities (.5); analyze for disclosure of creditors and entities (.5).
12/05/22	Marta Dudyan	2.00	Draft schedules re K&E retention application declaration.
12/05/22	Trevor Eck	1.50	Draft K&E retention application.
12/05/22	David Hackel	1.10	Review, analyze conflicts procedures for K&E retention application.
12/05/22	Rob Jacobson	6.30	Conference with M. Koch, K&E team re K&E retention matters (.5); review, analyze retention reports (.7); conference with Cole Schotz, HB re retention applications (.5); review, revise PII list (.8); correspond with BRG, Cole Schotz, HB re same (.6); review, comment on budget and staffing memorandum (2.5); correspond with M. Koch, K&E team re same (.4); correspond with M. Koch, K&E team re filing timeline (.3).
12/05/22	Mike James Koch	1.40	Correspond with R. Jacobson re budget and staffing memorandum (.5); review, revise same (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Alex McCammon	2.50	Correspond with R. Jacobson re parties in interest list (.1); telephone conference with Cole Schotz, Haynes and Boone, M. Koch, K&E team re retention applications (.4); review, analyze customer claims pool re parties in interest list (1.3); analyze customer data re same (.7).
12/05/22	Brian Nakhaimousa	0.30	Correspond with J. Ryan, R. Jacobson, M. Koch re K&E retention.
12/05/22	Jimmy Ryan	0.70	Correspond with R. Jacobson, K&E team re budget and staffing memorandum (.2); review, revise same (.5).
12/06/22	Ziv Ben-Shahar	2.80	Review, analyze conflicts reports re potential issues.
12/06/22	Trevor Eck	8.80	Draft re K&E retention application (.8); review, analyze conflicts reports re completion tracking, workload strategy and assignment (1.6); correspond with J. Ryan, Z. Ben-Shahar and D. Hackel re same (.2); draft re conflicts reports master materials (.6); review, analyze conflicts reports re potential K&E conflicts (5.6).
12/06/22	David Hackel	2.60	Review, analyze conflicts reports (2.4); correspond with T. Eck re same (.2).
12/06/22	Brian Nakhaimousa	1.40	Correspond with J. Ryan, R. Jacobson, K&E team re K&E retention application (.4); review, analyze conflicts materials re same (1.0).
12/06/22	Jimmy Ryan	0.40	Correspond with T. Eck, K&E team re K&E retention application (.2); office conference with T. Eck re same (.2).
12/07/22	Ziv Ben-Shahar	0.40	Review, analyze conflicts reports re K&E retention application.
12/07/22	Trevor Eck	7.40	Review, analyze conflicts reports re specific disclosures (3.9); draft re K&E retention application (3.2); correspond with J. Ryan re same (.3).
12/07/22	Rob Jacobson	2.50	Review, revise parties in interest list (2.3); correspond with BRG team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/22	Jimmy Ryan	3.60	Review, analyze conflicts reports re specific disclosures re K&E retention application (3.1); conference with T. Eck re same (.2); correspond with T. Eck, K&E team re same (.3).
12/08/22	Ziv Ben-Shahar	0.60	Review conflicts report re K&E retention application (.4); correspond with J. Ryan, T. Eck re same (.2).
12/08/22	Trevor Eck	6.00	Draft K&E retention application (3.9); correspond with J. Ryan re same (.3); review, analyze conflicts reports re specific disclosures (1.5); correspond with J. Ryan, K&E team re same (.2); compile conflicts reports re same (.1).
12/08/22	David Hackel	1.10	Review, analyze conflicts report re K&E retention application.
12/08/22	Rob Jacobson	2.20	Telephone conferences with BRG, Cole Schotz re retention matters, schedules, redactions (.8); correspond with S. Golden re same (.1); review, analyze redaction issues re same (.4); review, comment on parties in interest list (.9).
12/08/22	Mike James Koch	1.00	Review materials re retention application disclosures.
12/08/22	Alex McCammon	0.10	Correspond with R. Jacobson re parties in interest list.
12/08/22	Isabella J. Paretti	1.60	Review, analyze conflicts re retention application (1.3); correspond with T. Eck and J. Ryan re same (.3).
12/08/22	Jimmy Ryan	0.90	Correspond with T. Eck, K&E team re conflicts review re K&E retention disclosures (.8); office conference with T. Eck re same (.1).
12/09/22	Michael Y. Chan	2.00	Conduct conflicts search for creditors and entities (1.2); conduct parent Company research for creditors and entities (.8).
12/09/22	Trevor Eck	3.10	Telephone conference with J. Ryan re K&E retention application and conflicts (.3); review, revise K&E retention application (1.2); research re same (1.3); correspond with B. Nakhaimousa re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/09/22	Susan D. Golden	0.60	Correspond with R. Jacobson re retention application schedules (.1); review precedent re same (.5).
12/09/22	Mike James Koch	0.30	Review, revise parties in interest list (.2); correspond with R. Jacobson re same (.1).
12/09/22	Sarah R. Margolis	2.50	Review, analyze conflicts report materials (2.0); correspond with B. Nakhaimousa, J. Ryan re same (.2); review, analyze retention application (.3).
12/09/22	Brian Nakhaimousa	2.70	Review, revise K&E retention application (1.4); correspond with J. Ryan re same (.2); review, analyze conflicts survey (1.1).
12/09/22	Eric Nyberg	3.50	Conduct organization and preparation of parties for conflicts searching for creditors and entities, namely cleaning, pulling and deduping names.
12/09/22	Jimmy Ryan	3.70	Correspond with R, Jacobson, K&E team re K&E retention application (.7); review, revise same (2.7); telephone conference with T. Eck, K&E team re same (.3).
12/09/22	Luke Spangler	0.40	Review precedent re retention application.
12/10/22	Rob Jacobson	1.20	Review, revise K&E retention application.
12/10/22	Brian Nakhaimousa	0.40	Review, revise K&E retention application.
12/11/22	Trevor Eck	4.20	Review, revise re K&E retention application (2.9); research re same (.8); correspond with R. Jacobson, B. Nakhaimousa and K&E team re same (.5).
12/11/22	Rob Jacobson	5.00	Review, comment on K&E retention application (2.4); review, analyze conflicts reports re same (2.3); correspond with Z. Ben-Shahar, K&E team re same (.3).
12/11/22	Sarah R. Margolis	0.60	Review retention application (.2); correspond with B. Nakhaimousa, T. Eck re same (.2); review, revise retention application and order (.2).
12/11/22	Brian Nakhaimousa	0.50	Review, revise K&E retention application (.4); correspond with S. Margolis, K&E team re same (.1).
12/11/22	Jimmy Ryan	1.00	Correspond with R. Jacobson, K&E team re K&E retention application (.6); review, revise, comment on same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Ziv Ben-Shahar	1.10	Revise billing and staffing memorandum (.8); correspond with R. Jacobson, K&E team re same (.3).
12/12/22	Michael Y. Chan	4.00	Conduct organization and preparation of parties for conflicts searching for creditors and entities (2.2); conduct parent Company research for creditors and entities (1.8).
12/12/22	Marta Dudyan	5.00	Conduct parent Company research for creditors and entities re K&E retention application and related declaration in support (3.9); correspond with K&E team re same (1.1).
12/12/22	Trevor Eck	5.60	Draft K&E retention application (3.7); research re same (1.0); telephone conference with R. Jacobson, K&E team re same (.5); correspond with B. Nakhaimousa, K&E team re same (.4).
12/12/22	Rob Jacobson	2.70	Review, comment on K&E retention application, related declaration (1.3); review, analyze retention reports re same (.8); conference with B. Nakhaimousa, K&E team re same (.4); prepare for same (.2).
12/12/22	Sarah R. Margolis	1.70	Review, revise retention application, declaration (1.1); correspond with T. Eck re same (.2); conference with R. Jacobson, T. Eck re same (.4).
12/12/22	Alex McCammon	0.40	Review draft budget and staffing memorandum (.3); correspond with R. Jacobson re same (.1).
12/12/22	Brian Nakhaimousa	2.90	Review, revise K&E retention application (2.0); conference with R. Jacobson, K&E team re retention application (.5); correspond with same re same (.4).
12/12/22	Eric Nyberg	5.00	Conduct organization and preparation of parties for conflicts searching for creditors and entities (3.9); conduct parent Company research for creditors and entities (.6); conduct analysis for disclosure of creditors and entities (.5).
12/12/22	Jimmy Ryan	1.50	Correspond with T. Eck, K&E team re K&E retention application (.8); conference with T. Eck, K&E team re same (.6); review, comment on K&E retention application (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Ziv Ben-Shahar	0.30	Revise billing and staffing projections (.2); correspond with R. Jacobson, A. McCammon re same (.1).
12/13/22	Michael Y. Chan	1.00	Prepare of parties in interest for conflicts searching re K&E retention application and declaration in support.
12/13/22	Marta Dudyan	4.40	Conduct parent Company research for creditors and entities re K&E retention application and related declaration in support (3.8); correspond with K&E team re same (.6).
12/13/22	Trevor Eck	1.20	Review, revise K&E retention application (1.1); correspond with R. Jacobson, K&E team re same (.1).
12/13/22	Rob Jacobson	1.30	Review, comment on K&E retention application (.7); correspond with T. Eck, K&E team re same (.6).
12/13/22	Sarah R. Margolis	0.10	Review, revise retention application.
12/13/22	Alex McCammon	2.70	Review and comment on K&E retention application (2.3); correspond with R. Jacobson, K&E team re same (.1); correspond with R. Jacobson, Z. Ben-Shahar re draft budget and staffing memorandum (.3).
12/13/22	Brian Nakhaimousa	0.20	Correspond with T. Eck re K&E retention application.
12/13/22	Eric Nyberg	1.00	Conduct analysis for disclosure of creditors and entities re K&E retention application and related declaration in support.
12/14/22	Ziv Ben-Shahar	1.30	Review, analyze diligence re potential conflicts issues (1.1); correspond with T. Eck, R. Jacobson, B. Nakhaimousa re same (.2).
12/14/22	Marta Dudyan	4.70	Conduct analysis for disclosure of creditors and entities (3.5); correspond with E. Nyberg, K&E team re same (1.2).
12/14/22	Trevor Eck	3.70	Review, revise K&E retention application re specific disclosures (1.1); research precedent re same (.8); correspond with R. Jacobson, B. Nakhaimousa, and J. Ryan re same and timeline, next steps (.3); review, analyze conflicts reports re conflicts disclosures (1.0); research local rules re interim fee application issue (.4); correspond with J. Ryan re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/14/22	Rob Jacobson	1.40	Review, comment on retention application (.9); correspond with B. Nakhaimousa, K&E team re same (.5).
12/14/22	Sarah R. Margolis	0.20	Review, analyze retention application.
12/14/22	Alex McCammon	0.40	Correspond with Company re K&E retention, draft budget and staffing memorandum (.2); correspond with R. Jacobson re same (.2).
12/14/22	Brian Nakhaimousa	0.30	Correspond with J. Ryan, T. Eck re K&E retention application.
12/14/22	Eric Nyberg	5.00	Research re parties for conflicts searching for creditors and entities (1.5); research re parent Company re creditors and entities (.5); analyze materials re disclosure of creditors and entities re K&E retention application and declaration (3.0).
12/14/22	Christine A. Okike, P.C.	0.30	Telephone conference with R. Jacobson, K&E team re retention.
12/14/22	Jimmy Ryan	2.70	Correspond with R. Jacobson, K&E team re K&E retention application (.2); telephone conference with S. Margolis, K&E team re same (.3); review, analyze potential conflicts for disclosures (1.5); telephone conference with B. Nakhaimousa re same (.3); correspond with B. Nakhaimousa, K&E team re same (.4).
12/14/22	Josh Sussberg, P.C.	0.10	Correspond with K&E team re K&E retention.
12/15/22	Ziv Ben-Shahar	0.80	Review, analyze documents re potential conflicts re K&E retention application.
12/15/22	Michael Y. Chan	2.00	Conduct organization and preparation of parties for conflicts searching for creditors and entities (1.0); conduct parent Company research for creditors and entities (.5); analyze materials re disclosure of creditors and entities (.5).
12/15/22	Trevor Eck	5.40	Review, analyze conflicts reports re potential disclosures (3.9); further analyze conflicts reports re potential disclosures (1.3); conference with J. Ryan re same (.2).
12/15/22	Mike James Koch	0.50	Review, analyze issues re potential parties in interest, conflicts.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Alex McCammon	0.10	Correspond with C. Okike, K&E team re K&E retention application, budget and staffing memorandum.
12/15/22	Eric Nyberg	6.50	Research re parent Company re creditors and entities (.5); research organization and preparation of parties re conflicts search for creditors and entities (.5); analyze matters re disclosure of creditors and entities (3.9); analyze materials re disclosure of same (1.6).
12/15/22	Christine A. Okike, P.C.	2.50	Review K&E retention application.
12/15/22	Jimmy Ryan	0.40	Correspond with T. Eck, K&E team re K&E retention application (.2); office conference with T. Eck re same (.2).
12/15/22	Josh Sussberg, P.C.	0.10	Correspond with A. McCammon re retention application.
12/15/22	Mason N. Zurek	3.10	Draft and revise motion to seal re retention (2.9); correspond with R. Jacobson re same (.2).
12/16/22	Ziv Ben-Shahar	4.10	Review, analyze issues, conflicts re K&E retention application (3.8); correspond with T. Eck, M. Koch, K&E team re same (.3).
12/16/22	Michael Y. Chan	5.00	Conduct analysis for disclosure of creditors and entities (1.5); draft schedules 1 & 2 for declaration re contested bankruptcy matter (3.5).
12/16/22	Trevor Eck	9.40	Review, revise K&E retention application (1.8); research re redaction issues (1.4); correspond with B. Nakhaimousa re same (.2); review, analyze conflicts reports re workstream division (.4); correspond with J. Ryan, K&E team re same (.2); review, revise conflicts report master materials re compilation (.3); review, analyze conflicts reports re potential disclosures (5.1).
12/16/22	David Hackel	4.30	Review, analyze conflicts reports (3.9); correspond with T. Eck, K&E team re same (.4).
12/16/22	Rob Jacobson	2.70	Correspond with Cole Schotz team re retention applications (.3); comment on parties in interest list (.8); correspond with A. McCammon, K&E team re M&A counterparties (.3); review, comment on K&E retention application (1.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/22	Mike James Koch	5.10	Review, analyze issues re potential parties in interest, conflicts (3.8); correspond with K&E team re same (1.3)
12/16/22	Brian Nakhaimousa	1.80	Correspond with R. Jacobson re K&E retention considerations (.2); review, analyze precedent re same (.6); correspond with R. Jacobson, K&E team re retention application, corresponding schedules (.3); review, revise retention application (.5); correspond with T. Eck re same (.2).
12/16/22	Eric Nyberg	7.00	Conduct analysis for disclosure of creditors and entities (3.5); draft redacted and unredacted schedules 2 for declaration (3.5).
12/16/22	Isabella J. Parette	2.10	Review, analyze reports re conflicts (1.8); correspond with T. Eck re same (.3).
12/16/22	Francis Petrie	0.90	Review K&E retention application (.7); correspond with R. Jacobson, K&E team re same (.2).
12/17/22	Trevor Eck	4.20	Review, revise K&E retention application re specific disclosures (.6); research re same (1.4); correspond with R. Jacobson, B. Nakhaimousa re same (.2); review, revise conflicts report materials re specific disclosures (1.9); telephone conference with B. Nakhaimousa re same (.1).
12/17/22	Rob Jacobson	2.60	Review, comment on K&E retention application (1.3); review, analyze retention report results (.8); correspond with B. Nakhaimousa, K&E team re same (.3); correspond with BRG team re parties in interest list (.2).
12/17/22	Mike James Koch	0.30	Review docket and compile materials re notice of appearance materials.
12/17/22	Brian Nakhaimousa	2.50	Review, revise K&E retention application (2.3); correspond with R. Jacobson, K&E team re same (.2).
12/17/22	Jimmy Ryan	0.40	Correspond with T. Eck, K&E team re K&E retention application.
12/17/22	Mason N. Zurek	1.50	Revise motion to seal K&E application (.7); correspond with R. Jacobson re same (.3); review precedent re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/18/22	Trevor Eck	2.70	Correspond with R. Jacobson, B. Nakhaimousa re potential specific disclosure (.1); review, revise K&E retention application (1.5); research re potential one-percent shareholder specific disclosure (.9); correspond with R. Jacobson, B. Nakhaimousa re same (.2).
12/18/22	Susan D. Golden	2.10	Review and revise K&E retention application (2.0); correspond with B. Nakhaimousa with comments to same (.1).
12/18/22	Rob Jacobson	0.90	Review, comment on K&E retention application.
12/18/22	Rob Jacobson	3.10	Review, revise motion to seal retention schedules (1.2); review, analyze issues re same (.9); correspond with M. Zurek, K&E team re same (.4); correspond with HB, Walkers, Cole Schotz teams re same (.6).
12/18/22	Brian Nakhaimousa	3.50	Review, revise K&E retention application (2.9); correspond with R. Jacobson, K&E team re same (.5); correspond with Moelis, conflicts team, R. Jacobson re PII list (.1).
12/18/22	Christine A. Okike, P.C.	0.60	Review K&E retention application.
12/18/22	Josh Sussberg, P.C.	0.30	Review K&E retention application and comment on same.
12/18/22	Mason N. Zurek	1.80	Correspond with K&E, HB teams re redaction (.2); draft and revise declaration re motion to seal (1.3); correspond with R. Jacobson, F. Petrie, HB re same (.3).
12/19/22	Michael Y. Chan	4.00	Draft schedules 1 and 2 re declaration (2.0); review correspondence re conflicts replies (2.0).
12/19/22	Marta Dudyan	1.50	Conduct analysis for disclosure of creditors and entities.
12/19/22	Trevor Eck	2.80	Review, revise K&E retention application (2.1); correspond with R. Jacobson, B. Nakhaimousa and K&E team re same (.2); review, analyze conflicts reports re potential disclosures (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Rob Jacobson	5.20	Review, comment on K&E retention application (2.3); correspond with B. Nakhaimousa, K&E team re same (.6); review, comment on parties in interest list, related schedules (.9); review, revise motion to seal retention applications (1.1); correspond with B. Nakhaimousa, K&E team, Cole Schotz team re same (.3).
12/19/22	Mike James Koch	2.80	Review, analyze reports re conflicts considerations.
12/19/22	Brian Nakhaimousa	2.10	Review, revise K&E retention application (1.9); correspond with T. Eck, K&E team re same (.2).
12/19/22	Eric Nyberg	4.00	Draft schedules 1 and 2 to retention declaration (3.5); draft conflicts surveys (.5).
12/19/22	Francis Petrie	0.90	Correspond with B. Nakhaimousa, K&E team re retention application (.6); review and revise same (.3).
12/19/22	Francis Petrie	1.40	Review and revise motion to seal confidential parties re retention application (.9); correspond with R. Jacobson, K&E team re same (.2); arrange for filing of same (.3).
12/19/22	Jimmy Ryan	2.50	Correspond with M. Koch, K&E team re K&E retention application (.8); review, revise, analyze disclosure schedules re same (1.7).
12/19/22	Mason N. Zurek	1.00	Correspond with R. Jacobson, K&E team, HB, CS teams re motion to seal, filing.
12/20/22	Michael Y. Chan	0.50	Conduct analysis for disclosure of creditors and entities.
12/20/22	Marta Dudyan	1.00	Review correspondence from M. Chan re parties in interest list (.3); conduct analysis for disclosure of creditors and entities re K&E retention application and related declaration in support (.7).
12/20/22	Trevor Eck	1.50	Review, analyze conflicts reports re specific disclosures (1.3); revise conflicts materials re same (.2).
12/20/22	Rob Jacobson	3.00	Review, analyze retention schedules (.7); comment on same (.5); review, analyze party in interest list (.7); correspond with M. Koch, K&E team re same (.9); correspond with HB, BRG, Cole Schotz teams re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/22	Mike James Koch	2.60	Review, analyze reports re conflicts considerations.
12/20/22	Sarah R. Margolis	0.20	Correspond with R. Jacobson, K&E ethical wall re conflicts.
12/20/22	Brian Nakhaimousa	0.60	Review, revise K&E retention application (.3); correspond with R. Jacobson, K&E team re K&E retention application matters (.3).
12/20/22	Eric Nyberg	6.00	Research re parties for conflicts search (3.2); draft schedules 1 and 2 re declaration (2.8).
12/20/22	Francis Petrie	0.50	Correspond with R. Jacobson, Company re declarations and filing status of retention applications (.3); correspond with J. Ryan, K&E team re retention applications (.2).
12/20/22	Jimmy Ryan	0.30	Correspond with R. Jacobson, K&E team re K&E retention application.
12/21/22	Trevor Eck	0.50	Review, revise re conflicts report master materials (.3); correspond with B. Nakhaimousa re same (.1); review, analyze disclosure schedules (.1).
12/21/22	Rob Jacobson	4.00	Review, comment on K&E retention application (2.3); review, revise parties in interest list (.6); correspond with B. Nakhaimousa, K&E retention team, advisors re same (.6); review, analyze retention issues re same (.5).
12/21/22	Mike James Koch	0.90	Review, analyze materials re conflicts considerations.
12/21/22	Brian Nakhaimousa	1.00	Review, revise K&E retention application (.8); correspond with R. Jacobson re retention schedules (.2).
12/21/22	Eric Nyberg	0.50	Review correspondence with R. Jacobson, K&E team re parties in interest list for K&E retention application and related declaration in support.
12/21/22	Francis Petrie	0.90	Review and revise K&E retention application (.4); correspond with B. Nakhaimousa, K&E team re same (.2); review correspondence re same (.3).
12/22/22	Trevor Eck	0.30	Review, revise K&E retention application re filing preparation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Rob Jacobson	4.10	Review, analyze disclosures re retention application (.8); review, comment on retention application (1.4); correspond with advisors re retention applications (.7); correspond with B. Nakhaimousa, K&E team re retention application, declaration (.3); review, analyze retention application (.6); review, analyze precedent re same (.3).
12/22/22	Mike James Koch	0.60	Review, analyze disclosures re conflicts considerations.
12/22/22	Brian Nakhaimousa	2.10	Review, analyze, reports re potential conflict considerations (.7); review, revise K&E retention application (.9); correspond with R. Jacobson, F. Petrie re same (.2); prepare for filing (.3).
12/22/22	Eric Nyberg	0.50	Draft, review schedules 1 & 2 for K&E retention declaration.
12/22/22	Francis Petrie	1.20	Review, revise K&E retention application (.7); arrange for filing of application (.3); correspond with Cole Schotz team re same (.2).
Total		345.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074358
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 100,456.00

Total legal services rendered

\$ 100,456.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.70	660.00	462.00
Julia R. Foster	1.50	405.00	607.50
Rob Jacobson	27.80	1,035.00	28,773.00
Mike James Koch	8.90	660.00	5,874.00
Brian Nakhaimousa	24.00	910.00	21,840.00
Christine A. Okike, P.C.	6.20	1,640.00	10,168.00
Isabella J. Paretti	3.60	660.00	2,376.00
Francis Petrie	12.10	1,170.00	14,157.00
Jimmy Ryan	6.90	795.00	5,485.50
Michael B. Slade	0.80	1,645.00	1,316.00
Luke Spangler	4.90	295.00	1,445.50
Josh Sussberg, P.C.	0.70	1,845.00	1,291.50
Lydia Yale	1.60	295.00	472.00
Mason N. Zurek	6.80	910.00	6,188.00
TOTALS	106.50		\$ 100,456.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Julia R. Foster	0.60	Research precedent re consultant retention applications.
12/01/22	Jimmy Ryan	1.00	Correspond with F. Petrie, K&E team re consultant retention (.3); research re same (.7).
12/01/22	Luke Spangler	0.90	Research precedent re consultant retention applications.
12/01/22	Josh Sussberg, P.C.	0.20	Telephone conference with F. Petrie, K&E team re consultant retention.
12/02/22	Julia R. Foster	0.90	Research precedent re communications consultant retention applications (.6); correspond with K&E team re same (.3).
12/02/22	Francis Petrie	0.60	Correspond with J. Ryan, K&E team re consultant retention application.
12/02/22	Jimmy Ryan	0.10	Correspond with F. Petrie, K&E team re consultant retention.
12/02/22	Luke Spangler	2.30	Research precedent re consultant retention (1.1); draft same (1.2).
12/02/22	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie, K&E team re consultant retention.
12/03/22	Brian Nakhaimousa	0.20	Correspond with J. Ryan re retention applications.
12/03/22	Francis Petrie	0.40	Correspond with J. Sussberg, K&E team re professional retention applications.
12/03/22	Jimmy Ryan	3.00	Draft consultant retention application (2.7); review, analyze precedent re same (.3).
12/04/22	Rob Jacobson	2.40	Review, comment on consultant retention application.
12/04/22	Francis Petrie	0.50	Review and revise consultant retention application.
12/04/22	Jimmy Ryan	2.00	Correspond with R. Jacobson, K&E team re consultant retention application (.4); review, revise same (1.6).
12/05/22	Mike James Koch	1.80	Draft application to retain investment banker, exhibits (1.7); correspond with R. Jacobson re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Francis Petrie	0.80	Telephone conference with CS, BRG, HB teams re retention process (.4); correspond with R. Jacobson, K&E team re conflicts process, application timing (.4).
12/05/22	Jimmy Ryan	0.80	Review, revise consultant retention application (.5); correspond with F. Petrie, K&E team re same (.3).
12/05/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re consultant retention application.
12/06/22	Rob Jacobson	1.80	Review, comment on Moelis retention application.
12/06/22	Mike James Koch	2.00	Review, revise application to retain investment banker.
12/15/22	Luke Spangler	1.70	Draft omnibus motion to seal re retention applications.
12/17/22	Mike James Koch	0.20	Review, revise pleadings re retention of investment banker.
12/19/22	Mike James Koch	1.50	Draft declaration in support of application to retain investment banker (.3); review, revise retention application re same (1.2).
12/19/22	Christine A. Okike, P.C.	1.10	Review motion to seal confidential parties re retention disclosures.
12/19/22	Mason N. Zurek	1.10	Correspond with R. Jacobson, M. Koch re Moelis declaration (.4); review and revise same (.7).
12/21/22	Rob Jacobson	2.50	Review, comment on Moelis retention application (1.4); correspond with M. Zurek, K&E team, Moelis team re same (.4); review, revise Moelis retention application re same (.7).
12/21/22	Francis Petrie	0.40	Review Moelis declaration in support of the sealing motion.
12/21/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re BRG retention.
12/21/22	Mason N. Zurek	1.90	Correspond with R. Jacobson, K&E, Moelis, HB teams re Moelis retention application (1.3); review and revise same (.6).
12/21/22	Mason N. Zurek	1.00	Review and revise motion to seal M&A counterparties re professional retention applications (.8); correspond with R. Jacobson re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Rob Jacobson	3.00	Review, comment on Moelis retention application (1.2); correspond with C. Morris re retention matters (.8); correspond with F. Petrie, K&E team re same (.3); review, analyze issues re same (.7).
12/22/22	Brian Nakhaimousa	3.50	Review, revise BRG retention application.
12/22/22	Isabella J. Paretti	1.60	Research case law re retention related matters, considerations (1.3); conference with B. Nakhaimousa re same (.1); correspond with B. Nakhaimousa re same (.2).
12/22/22	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re BRG retention.
12/22/22	Michael B. Slade	0.80	Telephone conference with Berkeley Research Group and others re retention application and review same.
12/22/22	Mason N. Zurek	1.30	Review Moelis retention application (.6); correspond with R. Jacobson, K&E, Moelis teams re same (.7).
12/23/22	Rob Jacobson	5.30	Review, revise BRG retention application (3.2); review, analyze precedent re same (.8); correspond with B Nakhaimousa, K&E team, BRG team re same (.3); review, comment on Moelis retention application (.7); correspond with Cole Schotz, B. Nakhaimousa, K&E team re filing re same (.3).
12/23/22	Brian Nakhaimousa	2.30	Review, revise BRG retention application (2.1); correspond with R. Jacobson re same (.1); conference with R. Jacobson re same (.1).
12/23/22	Isabella J. Paretti	1.10	Correspond with B. Nakhaimousa re chief restructuring officer retention application (.2); research case law re same (.2); review draft retention application re same (.2); conference with B. Nakhaimousa re same (.5).
12/23/22	Francis Petrie	1.10	Review BRG retention application (.6); correspond with R. Jacobson, K&E team re process, same (.5).
12/23/22	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re BRG retention and CRO delegation.
12/23/22	Mason N. Zurek	0.60	Correspond with B. Nakhaimousa, K&E team, Moelis re Moelis retention application.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/26/22	Rob Jacobson	2.50	Review, comment on BRG retention application (2.2); telephone conferences with B. Nakhaimousa re same (.3).
12/26/22	Brian Nakhaimousa	4.00	Review, revise BRG retention application (3.6); correspond with R. Jacobson, F. Petrie, C. Okike re same (.4).
12/26/22	Christine A. Okike, P.C.	1.90	Review BRG retention application (1.6); analyze issues re same (.3).
12/26/22	Isabella J. Paretti	0.50	Correspond with B. Nakhaimousa re BRG retention application (.1); research case law re same (.4).
12/26/22	Francis Petrie	1.00	Review materials and correspond re BRG retention application.
12/27/22	Mason N. Zurek	0.90	Correspond with R. Jacobson, F. Petrie re declaration in support of sealing and redaction of professional retention applications (.3); review and revise same (.5); correspond with F. Petrie, R. Jacobson, J. Chavez re same (.1).
12/28/22	Trevor Eck	0.70	Review, analyze precedent re BRG retention (.6); telephone conference with B. Nakhaimousa re same (.1).
12/28/22	Rob Jacobson	3.20	Review, comment on BRG retention application (1.2); analyze issues re same (.9); conference with Cole Schotz, BRG, B. Nakhaimousa, K&E teams re same (.5); prepare for same (.1); conference with B. Nakhaimousa re same (.3); correspond with B. Nakhaimousa, K&E team re same (.2).
12/28/22	Mike James Koch	1.50	Research case law re J. Alix Protocol (1.3); correspond with B. Nakhaimousa re same (.2).
12/28/22	Brian Nakhaimousa	6.10	Review, revise BRG retention application (3.6); conference with BRG re same (.3); conference with R. Jacobson re same (.2); conference with C. Okike, BRG, CS re same (.5); further review, revise same (.4); correspond with R. Jacobson re same (.4); research issues re same (.3); conference with M. Koch re same (.3); correspond with M. Koch re same (.1).
12/28/22	Christine A. Okike, P.C.	2.10	Analyze BRG retention issues (.5); review BRG retention application (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/28/22	Isabella J. Paretti	0.40	Conference with B. Nakhaimousa re BRG retention application.
12/28/22	Francis Petrie	2.70	Telephone conferences with CS, BRG re BRG retention application status (.6); review and revise form of BRG application (1.3); correspond with B. Nakhaimousa, K&E team re same (.8).
12/28/22	Lydia Yale	1.60	Draft BRG retention application.
12/29/22	Rob Jacobson	2.50	Review, comment on BRG retention application (1.3); analyze issues re same (.8); correspond with BRG, F. Petrie, K&E teams re same (.4).
12/29/22	Mike James Koch	1.10	Review, revise BRG application to employ chief restructuring officer (.6); research re same (.2); correspond with B. Nakhaimousa re same (.3).
12/29/22	Brian Nakhaimousa	2.80	Review, revise BRG retention application (2.4); correspond with F. Petrie, K&E team, BRG, CS re same (.4).
12/29/22	Francis Petrie	1.50	Review and revise BRG retention application (1.0); correspond with R. Jacobson, K&E team re same (.3); correspond with Cole Schotz team re same (.1); correspond with BRG re status (.1).
12/30/22	Rob Jacobson	4.60	Review, comment on BRG retention application (1.6); correspond with B. Nakhaimousa, K&E team re same (.5); review, comment on BRG retention application re same (.9); analyze issues, engagement letter re same (.7); correspond with F. Petrie, B. Nakhaimousa, K&E team re same (.4); coordinate filing of BRG retention application (.5).
12/30/22	Mike James Koch	0.80	Research case law re J. Alix Protocol (.6); correspond with B. Nakhaimousa re same (.2).
12/30/22	Brian Nakhaimousa	5.10	Review, revise BRG retention application (3.4); correspond with BRG, CS, F. Petrie, K&E team re same (.6); conference with BRG re same (.3); further review, revise retention application (.3); conference with CS re retention application (.2); prepare retention application re filing (.3).
12/30/22	Christine A. Okike, P.C.	1.10	Review BRG retention application.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/30/22	Francis Petrie	2.60	Review and revise BRG retention application (1.7); correspond with B. Nakhaimousa, K&E team re same (.5); correspond with B. Nakhaimousa, K&E team re filing same (.4).
Total		106.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074359
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 21,692.00

Total legal services rendered

\$ 21,692.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.00	660.00	660.00
Steven M. Cantor	2.20	1,305.00	2,871.00
Kate Vera Coverdale, P.C.	0.30	1,425.00	427.50
Trevor Eck	3.60	660.00	2,376.00
Rob Jacobson	2.20	1,035.00	2,277.00
Katherine Karnosh	1.60	840.00	1,344.00
Brian Nakhaimousa	1.20	910.00	1,092.00
Christine A. Okike, P.C.	0.30	1,640.00	492.00
Isabella J. Paretti	1.00	660.00	660.00
Francis Petrie	1.10	1,170.00	1,287.00
Jimmy Ryan	3.70	795.00	2,941.50
Anthony Vincenzo Sexton, P.C.	2.80	1,490.00	4,172.00
Mason N. Zurek	1.20	910.00	1,092.00
TOTALS	22.20		\$ 21,692.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Trevor Eck	3.60	Research precedent re NOL talking points (1.6); draft talking points re same (2.0).
11/28/22	Rob Jacobson	1.30	Review, revise NOL motion and related notices.
11/29/22	Brian Nakhaimousa	0.20	Conference with IRS re wages questions.
11/29/22	Isabella J. Paretti	1.00	Conference with B. Nakhaimousa and IRS re employee tax matters (.3); review, draft notes re 941 forms and tax identification numbers (.3); correspond with BRG re same (.3); correspond with F. Petrie re same (.1).
11/29/22	Jimmy Ryan	0.60	Correspond with F. Petrie, K&E team re NOL order (.4); review, revise same (.2).
12/01/22	Rob Jacobson	0.90	Review, comment on NOL notice re publication (.6); correspond with F. Petrie K&E team re same (.3).
12/01/22	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re NOL notice and publication.
12/01/22	Jimmy Ryan	1.60	Correspond with F. Petrie, K&E team, Kroll team, and publisher re notice of interim NOL order (.7); draft same (.9).
12/02/22	Jimmy Ryan	0.20	Correspond with F. Petrie, K&E team, and publisher re publication of notice of interim NOL order.
12/07/22	Anthony Vincenzo Sexton, P.C.	0.50	Review and analyze case documents re tax issues.
12/08/22	Steven M. Cantor	0.20	Telephone conference with Deloitte, A. Sexton, K&E team re option tax issues.
12/08/22	Kate Vera Coverdale, P.C.	0.30	Telephone conference with A. Sexton re option tax issue.
12/08/22	Anthony Vincenzo Sexton, P.C.	1.10	Telephone conference with Company re option tax issues (.5); telephone conference with F. Petrie, K&E team re same (.3); review supporting documents re same (.3).
12/13/22	Francis Petrie	0.30	Correspond with S. Cantor, K&E team re status (.2); correspond with Company re tax diligence (.1).
12/14/22	Anthony Vincenzo Sexton, P.C.	0.30	Review equity trading motion issue.
12/15/22	Steven M. Cantor	0.20	Review NOL motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/22	Steven M. Cantor	0.40	Review shareholder information for substantial shareholder declarations.
12/16/22	Katherine Karnosh	1.60	Review and compile 5% ownership information.
12/16/22	Anthony Vincenzo Sexton, P.C.	0.30	Review equity trading motion issue.
12/17/22	Steven M. Cantor	0.50	Review shareholder information re equity trading motion.
12/17/22	Anthony Vincenzo Sexton, P.C.	0.20	Review equity trading motion issue.
12/19/22	Ziv Ben-Shahar	1.00	Research, analyze issues re stock ownership, net operating losses.
12/19/22	Brian Nakhaimousa	0.40	Review tax documents (.3); correspond with IRS re same (.1).
12/19/22	Francis Petrie	0.30	Correspond with M. Zurek, K&E team re tax issues (.2); correspond re NOL order service (.1).
12/19/22	Jimmy Ryan	1.30	Review, analyze diligence materials re tax considerations.
12/19/22	Anthony Vincenzo Sexton, P.C.	0.20	Review equity trading motion issue.
12/19/22	Mason N. Zurek	1.20	Correspond with F. Petrie, K&E team re tax questions (.3); research same (.6); draft responses re same (.3).
12/20/22	Steven M. Cantor	0.90	Correspond with A. Sexton, K&E team re NOL motion.
12/20/22	Brian Nakhaimousa	0.30	Conference with IRS re tax matters (.2); correspond with same re same (.1).
12/20/22	Christine A. Okike, P.C.	0.30	Correspond with Company re tax matters.
12/20/22	Anthony Vincenzo Sexton, P.C.	0.20	Review equity trading motion issue.
12/27/22	Brian Nakhaimousa	0.20	Correspond with BRG, F. Petrie re IRS correspondence.
12/28/22	Brian Nakhaimousa	0.10	Review, revise final NOL order.
Total		22.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074360
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 32,350.00

Total legal services rendered

\$ 32,350.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Erin Bishop	3.70	1,035.00	3,829.50
Richard U. S. Howell, P.C.	2.20	1,435.00	3,157.00
Rob Jacobson	4.80	1,035.00	4,968.00
Alex McCammon	5.40	1,170.00	6,318.00
Francis Petrie	2.00	1,170.00	2,340.00
Margaret Reiney	1.60	1,035.00	1,656.00
Laura K. Riff	2.80	1,245.00	3,486.00
Michael B. Slade	3.00	1,645.00	4,935.00
Josh Sussberg, P.C.	0.90	1,845.00	1,660.50
TOTALS	26.40		\$ 32,350.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/22	Richard U. S. Howell, P.C.	2.20	Travel from Chicago, IL to New York, NY re first day hearing (1.1) (billed at half time); travel from New York, NY to Chicago, IL re return from same (1.1) (billed at half time).
11/29/22	Rob Jacobson	1.80	Travel from New York, NY to Trenton, NJ re first day hearing (.8) (billed at half time); travel from Trenton, NJ to New York, NY following first day hearing (1.0) (billed at half time).
11/29/22	Alex McCammon	1.90	Travel from New York, NY to Trenton, NJ re first day hearing (.9) (billed at half time); travel from Trenton, NJ to New York, NY re return from same (1.0) (billed at half time).
11/29/22	Francis Petrie	2.00	Travel from New York, NY to Trenton, NJ re first day hearing (1.0) (billed at half time); travel from Trenton, NJ to New York, NY re return from same (1.0) (billed at half time).
11/29/22	Margaret Reiney	1.60	Travel from New York, NY to Trenton, NJ re first day hearing (.8) (billed at half time); travel from Trenton, NJ to New York, NY re return from same (.8) (billed at half time).
11/29/22	Michael B. Slade	3.00	Travel from New York, NY to Trenton, NJ re first day hearing (1.5) (billed at half time); travel from Trenton, NJ to New York, NY re return from same (1.5) (billed at half time).
11/29/22	Josh Sussberg, P.C.	0.90	Travel from Trenton, NJ to New York, NY after hearing (billed at half time).
11/30/22	Rob Jacobson	3.00	Travel from New York, NY to Chicago, IL re return from chapter 11 filing and first day hearing (billed at half time).
11/30/22	Alex McCammon	3.50	Travel from New York, NY to Chicago, IL re return from chapter 11 filing and first-day hearing (billed at half time).
12/04/22	Erin Bishop	2.00	Travel from Chicago, IL to New York, NY re Company data collection (billed at half time).
12/04/22	Laura K. Riff	1.30	Travel from Chicago, IL to New York, NY re document collection at Company office (billed at half time).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/22	Erin Bishop	1.70	Travel from New York, NY to Chicago, IL re return from Company data collection (billed at half time).
12/07/22	Laura K. Riff	1.50	Travel from New York, NY to Chicago, IL re return from document collection at Company office (billed at half time).
Total		26.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074361
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 45,110.00

Total legal services rendered

\$ 45,110.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	4.20	660.00	2,772.00
Rob Jacobson	6.80	1,035.00	7,038.00
Alex McCammon	0.70	1,170.00	819.00
Brian Nakhaimousa	5.50	910.00	5,005.00
Christine A. Okike, P.C.	4.80	1,640.00	7,872.00
Isabella J. Paretti	4.00	660.00	2,640.00
Francis Petrie	13.60	1,170.00	15,912.00
Michael B. Slade	1.80	1,645.00	2,961.00
Mason N. Zurek	0.10	910.00	91.00
TOTALS	41.50		\$ 45,110.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Brian Nakhaimousa	5.00	Research, analyze considerations re U.S. Trustee comments to proposed first day orders (3.0); review, revise orders re same (2.0).
11/29/22	Alex McCammon	0.60	Telephone conference with U.S. Trustee, HB, Cole Schotz, F. Petrie re U.S. Trustee comments on first-day orders (.3); prepare revised orders re same (.3).
11/29/22	Isabella J. Paretti	0.50	Review, analyze U.S. Trustee and SEC language to interim and final orders (.2); conference with B. Nakhaimousa and J. Ryan re same (.3).
11/29/22	Francis Petrie	1.50	Correspond with the U.S. Trustee re objection status, updated orders.
12/01/22	Isabella J. Paretti	0.40	Conference with B. Nakhaimousa first day orders re U.S. Trustee comments.
12/07/22	Alex McCammon	0.10	Correspondence with HB, Cole Schotz re initial debtor interview scheduling.
12/07/22	Isabella J. Paretti	3.10	Review, revise first day pleadings re U.S. Trustee comments (2.6); correspond with R. Jacobson re same (.2); correspond with F. Petrie re same (.1); correspond with B. Nakhaimousa re same (.2).
12/07/22	Francis Petrie	3.00	Correspond with U.S. Trustee re initial debtor interview and associated diligence.
12/13/22	Francis Petrie	0.20	Correspond with U.S. Trustee re contact information, related materials.
12/15/22	Christine A. Okike, P.C.	1.70	Telephone conference with BRG, Cole Schotz, HB, and K&E teams re initial debtor interview (.5); telephone conference with Company, HB, and K&E teams re U.S. Trustee's questions re UCC questionnaires (.5); revise responses re same (.7).
12/15/22	Francis Petrie	0.50	Correspond with HB, K&E team, Company re UCC formation and related diligence.
12/19/22	Francis Petrie	0.40	Correspond with K&E team re U.S. Trustee communications (.2), correspond with same re committee formation and 341 conference (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/22	Rob Jacobson	0.80	Review, analyze KERP documents re U.S. Trustee request (.4); correspond with F. Petrie and K&E team, Cole Schotz teams re same (.4).
12/20/22	Francis Petrie	0.40	Correspond with R. Jacobson, K&E team re U.S. Trustee diligence (.2); correspond with Cole Schotz re same (.2).
12/22/22	Christine A. Okike, P.C.	2.30	Attend initial debtor interview.
12/22/22	Francis Petrie	2.10	Attend initial debtor telephone conference interview.
12/22/22	Michael B. Slade	1.80	Attend initial debtor interview.
12/22/22	Mason N. Zurek	0.10	Correspond with R. Jacobson, K&E team re U.S. Trustee comments to proposed orders.
12/23/22	Francis Petrie	1.60	Correspond with R. Jacobson, K&E team re follow up diligence from initial debtor interview (.4); review materials re same (.3); correspond re additional diligence and objection deadlines (.4); review materials re follow up questions (.5).
12/26/22	Christine A. Okike, P.C.	0.80	Review monthly operating report (.3); correspond with Company, HB, and F. Petrie, K&E teams re same (.5).
12/26/22	Francis Petrie	1.00	Correspond with C. Okike, K&E team, U.S. Trustee, BRG re monthly operating report.
12/27/22	Trevor Eck	1.40	Draft responses re U.S. Trustee follow up diligence from initial debtor interview.
12/27/22	Brian Nakhaimousa	0.50	Prepare responses re U.S. Trustee follow up diligence.
12/28/22	Trevor Eck	0.60	Review, revise responses re U.S. Trustee follow up diligence from initial debtor interview.
12/28/22	Rob Jacobson	1.20	Review, comment on final first day orders re U.S. Trustee comments (.7); correspond with F. Petrie, K&E team re same (.4); correspond with Haynes and Boone team re same (.1).
12/28/22	Rob Jacobson	1.10	Review, revise first day orders re U.S. Trustee comments (.7); correspond with F. Petrie, K&E team re same (.2); correspond with Haynes and Boone team re same (.2).
12/28/22	Francis Petrie	1.30	Correspond with R. Jacobson, K&E team re U.S. Trustee follow up diligence (.6); draft responses re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/29/22	Trevor Eck	2.00	Review, revise monthly operating report global notes (1.9); correspond with R. Jacobson, K&E team re same (.1).
12/29/22	Rob Jacobson	3.00	Review, revise monthly operating report global notes (2.1); review, analyze issues re same (.6); correspond with F. Petrie, K&E team re same (.3).
12/29/22	Francis Petrie	0.80	Correspond with R. Jacobson, K&E team re monthly operating reports, global notes (.3); correspond with Company, Berkeley Research Group teams re same (.5).
12/30/22	Trevor Eck	0.20	Review, analyze responses re U.S. Trustee follow up diligence.
12/30/22	Rob Jacobson	0.70	Review, revise final first day orders re U.S. Trustee comments (.6); correspond with Haynes and Boone team re same (.1).
12/30/22	Francis Petrie	0.40	Correspond with Company, CS team re initial debtor interview follow up diligence.
12/30/22	Francis Petrie	0.40	Correspond with Company, Berkeley Research Group re monthly operating report status and filing.
Total		41.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074362
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 279,100.50

Total legal services rendered

\$ 279,100.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	19.80	1,425.00	28,215.00
Erin Bishop	27.50	1,035.00	28,462.50
Cade C. Boland	13.40	900.00	12,060.00
Megan Bowsher	0.80	365.00	292.00
Megan Buenviaje	35.10	425.00	14,917.50
Nick Guisinger	1.10	265.00	291.50
Meghan E. Guzaitis	2.70	480.00	1,296.00
Ricardo Guzman	15.20	425.00	6,460.00
Shayne Henry	4.50	1,155.00	5,197.50
Aleschia D. Hyde	11.60	900.00	10,440.00
Casey McGushin	0.40	1,195.00	478.00
Laura K. Riff	121.00	1,245.00	150,645.00
Alexandra Schrader	6.30	900.00	5,670.00
Michelle Six	6.50	1,345.00	8,742.50
Michael B. Slade	2.60	1,645.00	4,277.00
Katie J. Welch	1.60	1,035.00	1,656.00
TOTALS	270.10		\$ 279,100.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Bob Allen, P.C.	0.60	Prepare for (.1) and and telephone conference (.4) with Company and L. Riff re custodians and preservation efforts; correspondence with L. Riff and Company re same (.1).
11/29/22	Laura K. Riff	7.80	Prepare for (.2) and attend (1.2) telephone conference with Company re document collection; correspond with B. Allen, K&E team re same and vendor-regulatory issues (2.7); correspond with Sandline and Deloitte re same (2.1); review, analyze documents re same (1.6).
11/29/22	Michelle Six	2.50	Conferences with L. Riff re eDiscovery vendor management (.5); manage document and data collection issues with eDiscovery vendor (.5); coordinate retention of new eDiscovery vendor (1.5).
11/30/22	Bob Allen, P.C.	0.70	Telephone conference with Company, L. Riff, K&E team re collection status and vendor-regulatory issues.
11/30/22	Megan Buenviaje	0.80	Conference re Signal collection (.4); update documentation re same (.4).
11/30/22	Ricardo Guzman	1.30	Conference with Deloitte team and Company re document collection process.
11/30/22	Laura K. Riff	7.20	Prepare for (.2) and attend (1.6) telephone conference with Company re collection of documents and communications responsive to regulatory requests; correspond with D. Wood, B. Allen, K&E team re document collection strategy and vendor-regulatory issues (1.9); telephone conference with B. Allen and M. Slade re same (.4); correspond with Sandline and Deloitte re same (2.3); review, analyze documents re same (.8).
11/30/22	Michelle Six	2.00	Multiple telephone conferences with eDiscovery vendor Sandline re engagement (1.2); telephone conference with L. Riff and new eDiscovery vendor Deloitte to advise on document and data collection (.8).
12/01/22	Erin Bishop	0.40	Telephone conference with M. Six and L. Riff re collections status.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Megan Buenviaje	0.90	Conference with L. Riff, K&E team re custodian collection scheduling (.4); update documentation re same (.5).
12/01/22	Ricardo Guzman	0.30	Correspond with Deloitte team re document collection for attorney review.
12/01/22	Ricardo Guzman	0.50	Telephone conference with Deloitte team and Company re document collection process.
12/01/22	Laura K. Riff	6.50	Prepare for (.2) and attend (1.6) conferences with Company re document collection for regulatory responses; prepare for and attend conference with Deloitte and Company re same (2.3); review, analyze custodian collection and regulatory response plan (2.4).
12/01/22	Michelle Six	2.00	Conferences (multiple) with eDiscovery vendors re data collection (1.5); telephone conference with L. Riff re eDiscovery vendor strategy (.5).
12/02/22	Bob Allen, P.C.	1.00	Telephone conference with Company re regulatory document requests.
12/02/22	Erin Bishop	0.70	Review, analyze case background re regulatory issues (.4); telephone conference with Company re collections status (.3).
12/02/22	Megan Buenviaje	2.70	Correspond with L. Riff, K&E team re custodian collection telephone conferences (2.0); correspond with L. Riff re production specifications (.7).
12/02/22	Ricardo Guzman	0.50	Conference with Deloitte team re collection and production planning.
12/02/22	Laura K. Riff	10.60	Prepare for (.3) and attend (1.8) conferences with custodians re document collection for regulatory responses; prepare for (.2) and attend (1.1) telephone conferences with Company re same; draft plan for collection of communications from custodians for regulatory responses (2.5); correspond with Deloitte re same (1.1); correspond with R. Guzman, K&E team re same (1.4); review, analyze documents re same (1.8); draft correspondences with M. Slade, K&E team re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/03/22	Ricardo Guzman	1.50	Analyze materials re document collection re attorney review (.5); correspond with Deloitte team re document collection process (.5); correspond with L. Riff re project updates re same (.5).
12/03/22	Laura K. Riff	1.10	Correspond with M. Buenviaje, R. Guzman, K&E team re processing data collected from Company.
12/04/22	Erin Bishop	0.80	Review, analyze document collections status (.4); review, analyze requests re same (.4).
12/04/22	Laura K. Riff	1.80	Draft plan for reviewing documents re regulatory responses (.8); correspond with M. Buenviaje and R. Guzman re same (.6); correspond with E. Bishop re document collection and same (.4).
12/05/22	Bob Allen, P.C.	1.00	Correspond with Company advisors re collection status (.3); review, analyze Deloitte contract and related issues (.2); telephone conference with Company and co-counsel re FTX litigation and related collections (.5).
12/05/22	Erin Bishop	6.50	Telephone conference with L. Riff, K&E team, Company advisors re production coordination across matters (4.7); conference with L. Riff, K&E team, Company re data collection (1.8).
12/05/22	Ricardo Guzman	0.30	Attend telephone conference with Deloitte and K&E team re collection and production planning.
12/05/22	Laura K. Riff	11.50	Review, analyze Company documents re regulatory production (3.5); correspond with Deloitte re same (.5); conferences with Company, E. Bishop, K&E team re document and communication collections (1.8); Attend conference with HB, Company and Deloitte re same (.5); review, analyze custodian data collections (2.5); correspond with Company re regulatory process (1.2); correspond with E. Bishop, K&E team re requirements for reviewing and producing documents (1.5).
12/05/22	Michael B. Slade	0.50	Review requests for documents re regulatory matters.
12/06/22	Bob Allen, P.C.	0.50	Telephone conference with M. Slade, K&E team re document collection and production.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/06/22	Erin Bishop	5.00	Conference with L. Riff, K&E team re productions strategy (.8); conference with Deloitte re same (3.3); conference with L. Riff and M. Buenviaje re same (.6); conference with L. Riff, K&E team, Company re document and correspondence collections (.3).
12/06/22	Megan Buenviaje	2.90	Conference with L. Riff, K&E team re review and production workflow (1.0); correspond with Deloitte and L. Riff re production specifications (.5); prepare, execute and validate production logic (.3); correspond with L. Riff re coding conflicts (.2); attend telephone conference with K&E team, Haynes Boone, and Deloitte re logistics of shared workspace (.3); prepare conference summary (.3); conference with L. Riff and M. Six re same (.3).
12/06/22	Ricardo Guzman	0.50	Perform analysis re document selection for attorney review and workflow updates (.3); correspond with Deloitte, client and team re project updates (.2).
12/06/22	Ricardo Guzman	1.30	Prepare for (.3) and attend (1.0) multiple conference calls with L. Riff and K&E case team and Deloitte re document collection for attorney review.
12/06/22	Laura K. Riff	10.30	Prepare for (.3) and attend (.5) telephone conference with B. Allen, M. Slade and E. Bishop re K&E strategy for responding to regulatory requests ; conference with Company, Deloitte, E. Bishop, K&E team re data collection (3.3); attend telephone conference with M. Slade K&E team re preparing review workspace (.6); attend telephone conference with Company, Deloitte and HB re same (.6); correspond with Company re collection and review of documents for regulatory responses (.7); correspond with M. Buenviaje, K&E team, Deloitte re same (1.0); review, analyze strategy re same (3.3).
12/06/22	Michael B. Slade	1.00	Telephone conference with L. Riff and K&E team re data collection re regulatory matters (.5); telephone conference with Deloitte re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/22	Bob Allen, P.C.	1.40	Telephone conference with SDNY re information requests (.2); telephone conference with Company and M. Slade re same (.5); telephone conference with Company re same (.3); analyze, revise production letters and related correspondence (.3); correspond with E. Bishop, K&E team re same (.1).
12/07/22	Erin Bishop	4.00	Conference with Deloitte re production logistics and strategy (.9); conference with L. Riff, K&E team, Company re data collection (3.1).
12/07/22	Megan Buenviaje	0.70	Prepare documents for production (.5); revise documentation re same (.2).
12/07/22	Ricardo Guzman	0.80	Coordinate with L. Riff and K&E case team re document selection for production and quality control process.
12/07/22	Laura K. Riff	8.00	Draft, revise documents for production to regulators (2.5); conference with Company, E. Bishop, K&E team and Deloitte re data collections for regulators (3.5); prepare for (.3) and attend (.6) telephone conference with Deloitte and Company re data collection ; telephone conference with Company, B. Allen and M. Slade re SDNY response (.5); correspond with Company re document collection, processing and review (.6).
12/08/22	Bob Allen, P.C.	3.30	Prepare for (.7) and attend (1.4) telephone conference with Company re regulatory issues; review, revise production documents re regulatory issues (1.2).
12/08/22	Meghan E. Guzaitis	0.40	Review and post document production to CFTC.
12/08/22	Meghan E. Guzaitis	0.70	Review and post documents re regulatory process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Laura K. Riff	6.40	Prepare for (.1) and attend (1.4) telephone conference with custodians and B. Allen re regulatory issues ; correspond with Company re document collections and reviews (.4); review, analyze documents for production (2.8); correspond with M. Buenviaje, R. Guzman and Deloitte re document review for responding to regulator requests (.6); review, analyze status of document collections and strategy for finalizing same (1.1).
12/09/22	Bob Allen, P.C.	2.40	Telephone conference with Company re regulatory issues (.5); telephone conference with Company, L. Riff and M. Slade re SEC and privilege coordination (.5); telephone conference with external counsel re SEC matter (.5); review, analyze first day declaration and related filings re regulatory issues (.9).
12/09/22	Nick Guisinger	1.10	Compile production cover letters to generate production materials.
12/09/22	Meghan E. Guzaitis	0.50	Prepare materials re document production.
12/09/22	Ricardo Guzman	0.50	Attend conference call with Deloitte and case team re collection and project updates.
12/09/22	Laura K. Riff	7.20	Review, analyze documents for production to regulatory bodies (1.5); participate in telephone conference with B. Allen and custodians re regulatory issues (1.5); correspond with Deloitte re review of documents (.8); draft strategy for collection and document review (1.3); correspond with B. Allen, M. Slade and Company re same (2.1).
12/12/22	Bob Allen, P.C.	0.40	Participate in telephone conference with Company re document collection.
12/12/22	Erin Bishop	0.30	Telephone conference with L. Riff re document review.
12/12/22	Cade C. Boland	0.40	Telephone conference with L. Riff, K&E team re upcoming document review (.3); review materials re upcoming document review (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Megan Buenviaje	5.80	Prepare for (.2) and telephone conference (.8) with L. Riff and R. Guzman re review and production workflows ; update documentation re same (1.0); update review workflow settings (1.0); correspond with Deloitte team re Haynes Boone workspace permissions (1.0); correspond with Deloitte re credentials (1.0); prepare review assignments (.8).
12/12/22	Ricardo Guzman	0.50	Attend telephone conference with L. Riff and M. Buenviaje re project updates and planning.
12/12/22	Laura K. Riff	7.30	Correspond with Deloitte re configuring workspace (1.1); correspond with R. Guzman, K&E team re Company communications re regulatory responses (.8); attend telephone conference with B. Allen and Company re regulatory issues (.5); review, analyze Company communications for production to regulators (1.9); review, analyze diligence materials re same (3.0).
12/12/22	Alexandra Schrader	0.50	Correspond with L. Riff, K&E team re document review and case background.
12/13/22	Bob Allen, P.C.	0.10	Correspond with Company and SEC re subpoena.
12/13/22	Megan Buenviaje	4.40	Prepare privilege domain analysis (.7); conference with L. Riff re same (.2); update privilege search term reports in preparation for attorney review (.6); prepare and manage review assignments (.6); conference with L. Riff re same (.2); update documentation re same (.7); prepare targeted searches for attorney review (.3); attend status telephone conference with Deloitte (.8); prepare summary for attorney review (.3).
12/13/22	Ricardo Guzman	0.50	Telephone conference with Deloitte, Company, and L. Riff, K&E team re project updates and planning.
12/13/22	Shayne Henry	1.00	Correspond with C. McGushin, K&E team re search terms and litigation strategy.
12/13/22	Casey McGushin	0.40	Review, analyze regulatory documents (.2); correspond with S. Henry, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Laura K. Riff	4.20	Participate in telephone conference with Company re document productions and communications culling (.7); participate in telephone conference with Deloitte team re status of collections, processing and culling (.9); review, analyze documents for production to regulators (2.6).
12/14/22	Bob Allen, P.C.	2.00	Telephone conference with L. Riff re SEC subpoena (.2); telephone conference with L. Riff, Company re same (1.1); review, revise response to SEC questions and same (.7).
12/14/22	Erin Bishop	0.50	Telephone conference with L. Riff, K&E team re document review strategy.
12/14/22	Cade C. Boland	2.50	Conference with regulators re responsive requests (.3); review documents for responsive communications (2.2).
12/14/22	Megan Buenviaje	6.60	Review re privilege domain analysis (1.0); correspond with L. Riff re same (1.0); revise search term reports re preparation for attorney review (.6); prepare and manage review assignments (1.0); correspond with L. Riff re same (1.0); review documentation re same (.5); draft targeted searches re research re attorney review (1.0); correspond with Deloitte team re workspace updates (.5).
12/14/22	Ricardo Guzman	0.50	Correspond and conference with M. Buenviaje re project updates and planning.
12/14/22	Ricardo Guzman	1.00	Analyze materials re workflow updates for attorney review (.5); correspond with client re project updates and planning (.5).
12/14/22	Laura K. Riff	4.00	Participate in telephone conference with Company and B. Allen re status of productions to regulators, next steps (.8); review, analyze documents for production to regulators (1.5); correspond with R. Guzman, K&E team re reviewing documents for production in response to regulatory bodies' requests (1.1); review, analyze SEC subpoena (.6).
12/14/22	Alexandra Schrader	0.20	Review, analyze document review instructions and coding space.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/14/22	Michael B. Slade	1.10	Telephone conference with L. Riff, K&E team re document review (.5); telephone conference with J. Mayers and others re regulatory considerations (.6).
12/14/22	Katie J. Welch	0.40	Conference with R. Howell, K&E team re document review protocol.
12/15/22	Bob Allen, P.C.	0.50	Review, revise SEC responses.
12/15/22	Cade C. Boland	5.00	Review documents re responsive communications.
12/15/22	Megan Buenviaje	4.30	Review, revise search term reports in preparation for attorney review (.3); prepare and manage review assignments (.5); correspond with L. Riff re same (.5); revise documentation re same (.5); conference with R. Guzman and L. Riff re review and production workflow (.5); analyze targeted searches re attorney review (2.0).
12/15/22	Ricardo Guzman	0.50	Analyze materials re workflow updates for attorney review and reporting.
12/15/22	Ricardo Guzman	0.30	Conference with L. Riff and M. Buenviaje re project updates and planning.
12/15/22	Shayne Henry	0.50	Analyze strategy re document review and search terms for regulatory document review.
12/15/22	Aleschia D. Hyde	2.50	Conference with L. Riff, K&E team re document review and case updates (.5); review, analyze communications and regulatory documents (2.0).
12/15/22	Aleschia D. Hyde	1.50	Review, analyze communications and regulatory documents.
12/15/22	Laura K. Riff	5.10	Participate in telephone conference with Deloitte re status of document collections, processing, and culling (.8); participate in telephone conference with R. Guzman, K&E team re same (.9); review, analyze documents for production to regulators (1.5); draft, revise review process for response (1.9).
12/15/22	Alexandra Schrader	0.40	Correspond with L. Riff re case background and document review (.3); review, revise correspondence and background materials re same (.1).
12/15/22	Katie J. Welch	1.20	Review, analyze documents in preparation for production to regulatory bodies.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/22	Bob Allen, P.C.	0.80	Telephone conference with L. Riff re production and privilege issues (.5); review, revise SEC information requests re same (.3).
12/16/22	Erin Bishop	0.30	Review, analyze Company communications re responsiveness and privilege.
12/16/22	Cade C. Boland	2.60	Review documents re responsive communications.
12/16/22	Megan Buenviaje	5.00	Review workflow assignments re updates (1.0); correspond with L. Riff re same (1.0); revise documentation re same (1.0); review workflow settings re same (1.0); correspond with Deloitte re encrypted files (1.0).
12/16/22	Ricardo Guzman	0.50	Correspond with L. Riff, K& E team re workflow updates for attorney review.
12/16/22	Shayne Henry	0.50	Analyze, review strategy re document review and search terms (.3); correspond with L. Riff, K&E team re same (.2).
12/16/22	Aleschia D. Hyde	3.00	Review, analyze documents re regulatory issues.
12/16/22	Laura K. Riff	6.10	Draft correspondence to Company re status of document collection, processing and production (.5); correspond with Deloitte re same (.9); review, analyze documents for production to regulators (1.9); telephone conference with B. Allen re same (.3); draft, revise document review and processing strategy (2.5).
12/18/22	Bob Allen, P.C.	1.80	Review and revise response to SEC information requests and associated documents (1.5); draft FOIA letter for production (.3).
12/18/22	Erin Bishop	1.40	Review, analyze regulatory documents for responsiveness and privilege.
12/18/22	Aleschia D. Hyde	3.20	Review, analyze documents re regulatory issues.
12/18/22	Laura K. Riff	0.40	Correspond with HB re document collection coordination, strategy, and next steps.
12/18/22	Alexandra Schrader	1.90	Review, analyze documents for responsiveness and privilege.
12/19/22	Erin Bishop	0.70	Review, analyze documents for responsiveness and privilege re regulatory production.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Cade C. Boland	2.30	Review documents re responsive communications.
12/19/22	Ricardo Guzman	0.50	Correspond with Deloitte team re production updates and planning
12/19/22	Shayne Henry	0.20	Correspond with M. Slade, K&E team re search terms and document review.
12/19/22	Aleschia D. Hyde	1.00	Review, analyze documents for responsiveness and privilege re regulatory production.
12/19/22	Laura K. Riff	4.00	Prepare for and attend telephone conference with HB, Company, Deloitte and M. Slade re privilege and coordinating document collection and review work streams (.5); review, analyze, revise documents for production to regulators (3.5).
12/20/22	Bob Allen, P.C.	0.50	Review, revise SEC response and related correspondence with L. Riff, K&E team.
12/20/22	Erin Bishop	0.20	Review and analyze documents re privilege designation.
12/20/22	Cade C. Boland	0.60	Review documents re responsive communications.
12/20/22	Megan Buenviaje	1.00	Review regulatory document requests (.7); correspond with L. Riff and R. Guzman re same (.3).
12/20/22	Ricardo Guzman	0.50	Conference with Deloitte re project updates.
12/20/22	Shayne Henry	1.40	Review materials re proposed search terms and issue tags (1.0); correspond with L. Riff re same (.2); correspond with L. Riff and M. Slade re search terms and document review (.2).
12/20/22	Laura K. Riff	3.00	Prepare for telephone conference with Deloitte re status of document collection and preparation of review workspace (.3); participate in same (.7); review, revise productions of documents re regulatory demands (2.0).
12/20/22	Laura K. Riff	1.40	Correspond with R. Guzman and M. Buenviaje re preparing document review workspace (.5); review, coordinate review protocol re same (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/22	Bob Allen, P.C.	0.90	Correspond with SEC, A. Schrader, K&E team re document production (.2); review, revise document productions re regulatory issues (.4); research re same (.3).
12/21/22	Erin Bishop	0.80	Telephone conference with L. Riff, K&E team re document review strategy (.4); review, analyze documents re responsiveness and privilege re same (.4).
12/21/22	Megan Bowsher	0.30	Review production to regulatory concerns (.1); revise the production materials re same (.2).
12/21/22	Meghan E. Guzaitis	0.60	Review and compile productions re documents.
12/21/22	Ricardo Guzman	1.20	Analyze materials re production process, workflow updates for attorney review and reporting (1.0); correspond with L. Riff re project updates (.2).
12/21/22	Shayne Henry	0.30	Correspond with L. Riff re document review.
12/21/22	Aleschia D. Hyde	0.40	Telephone conference with L. Riff, K&E team re document review strategy.
12/21/22	Laura K. Riff	4.80	Telephone conference with A. Hyde, K&E team re document review strategy (.4); prepare for same (.8); draft review protocol re same (1.4); review, analyze documents re same (2.2).
12/21/22	Alexandra Schrader	3.30	Review, analyze documents for responsiveness and privilege (3.1); correspond with B. Allen, K&E team re document review status and next steps (.2).
12/22/22	Bob Allen, P.C.	0.50	Telephone conference with Company, L. Riff re regulatory response.
12/22/22	Erin Bishop	0.90	Review, analyze documents re responsiveness and privilege.
12/22/22	Megan Bowsher	0.50	Review document productions (.3); revise the production materials re same (.2).
12/22/22	Ricardo Guzman	0.20	Analyze materials re workflow updates for attorney review (.1); correspond with L. Riff re project updates (.1)
12/22/22	Shayne Henry	0.60	Correspond with L. Riff and C. McGushin re document review protocol and issue tags.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Laura K. Riff	1.30	Participate in telephone conference with B. Allen, Company re collection and review of documents (.5); correspond with B. Allen, Deloitte team re same (.3); review, revise same (.5).
12/23/22	Bob Allen, P.C.	0.50	Telephone conference with Company, L. Riff, K&E team, B&H.
12/23/22	Erin Bishop	0.50	Review, analyze documents re responsiveness and privilege.
12/23/22	Meghan E. Guzaitis	0.50	Review and compile productions for submission (.4); correspond with R. Guzman, K&E team re same (.1).
12/23/22	Ricardo Guzman	1.00	Analyze materials re production documents and quality control updates (.8); correspond with L. Riff re project updates (.2).
12/23/22	Laura K. Riff	1.00	Correspond with Deloitte re regulatory document collection (.1); review, analyze re same (.1); draft documents re regulatory production (.5); review, analyze production of documents with R. Guzman, K&E team re regulatory mandates (.3).
12/25/22	Bob Allen, P.C.	0.30	Review, revise SEC production letter.
12/26/22	Bob Allen, P.C.	0.40	Draft FOIA letter (.2); review, analyze production of documents re SEC subpoena (.2).
12/26/22	Erin Bishop	2.30	Review, analyze documents re responsiveness re document production requests.
12/27/22	Erin Bishop	2.20	Review, analyze documents re responsiveness re document production requests (1.4); summarize key issues re same (.8).
12/28/22	Bob Allen, P.C.	0.20	Telephone conference with L. Riff re regulatory document.
12/28/22	Ricardo Guzman	0.50	Analyze materials re workflow updates and reporting (.3); correspond with L. Riff re project updates (.2).
Total		270.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074363
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through December 31, 2022
(see attached Description of Expenses for detail)

Total expenses incurred

\$ 51,104.64

\$ 51,104.64

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	18.00
Standard Copies or Prints	751.60
Color Copies or Prints	1,908.50
Postage	9.89
Outside Messenger Services	48.30
Local Transportation	53.40
Travel Expense	2,000.00
Airfare	617.19
Transportation to/from airport	3,047.76
Travel Meals	214.36
Other Travel Expenses	42.00
Filing Fees	3,584.00
Other Court Costs and Fees	9,890.88
Outside Retrieval Service	24,298.00
Computer Database Research	3,126.00
Westlaw Research	78.35
Overtime Transportation	374.51
Overtime Meals - Attorney	79.42
Rental Expenses	835.68
Overnight Delivery - Hard	126.80
Total	\$ 51,104.64

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/29/22	Michael B. Slade - Michael B. Slade, Internet, Court hearing in Trenton, NJ. 11/29/2022	10.00
11/30/22	Alex McCammon - Alex McCammon, Internet, Court hearing in Trenton, NJ. 11/30/2022	8.00
	Total	18.00

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Standard Copies or Prints	8.50
11/28/22	Standard Copies or Prints	16.20
11/28/22	Standard Copies or Prints	135.30
11/28/22	Standard Copies or Prints	20.20
11/28/22	Standard Copies or Prints	17.90
11/28/22	Standard Copies or Prints	118.90
11/28/22	Standard Copies or Prints	65.60
11/29/22	Standard Copies or Prints	73.80
11/29/22	Standard Copies or Prints	0.30
11/29/22	Standard Copies or Prints	33.10
11/29/22	Standard Copies or Prints	15.50
11/29/22	Standard Copies or Prints	94.60
11/29/22	Standard Copies or Prints	41.40
11/29/22	Standard Copies or Prints	8.20
12/01/22	Standard Copies or Prints	0.10
12/02/22	Standard Copies or Prints	1.80
12/05/22	Standard Copies or Prints	0.20
12/06/22	Standard Copies or Prints	0.80
12/07/22	Standard Copies or Prints	0.80
12/08/22	Standard Copies or Prints	1.10
12/08/22	Standard Copies or Prints	0.80
12/09/22	Standard Copies or Prints	0.80
12/11/22	Standard Copies or Prints	8.10
12/13/22	Standard Copies or Prints	0.10
12/13/22	Standard Copies or Prints	0.20
12/13/22	Standard Copies or Prints	0.90
12/13/22	Standard Copies or Prints	1.20
12/14/22	Standard Copies or Prints	0.70
12/15/22	Standard Copies or Prints	8.40
12/20/22	Standard Copies or Prints	1.20
12/20/22	Standard Copies or Prints	2.80
12/20/22	Standard Copies or Prints	1.00
12/20/22	Standard Copies or Prints	19.80
12/21/22	Standard Copies or Prints	42.70

12/22/22	Standard Copies or Prints	2.80
12/27/22	Standard Copies or Prints	5.60
12/27/22	Standard Copies or Prints	0.20
	Total	751.60

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Color Copies or Prints	1,014.75
11/28/22	Color Copies or Prints	0.55
11/28/22	Color Copies or Prints	100.10
11/28/22	Color Copies or Prints	143.00
11/28/22	Color Copies or Prints	156.20
11/29/22	Color Copies or Prints	93.50
11/29/22	Color Copies or Prints	89.10
11/29/22	Color Copies or Prints	118.25
11/29/22	Color Copies or Prints	1.10
11/29/22	Color Copies or Prints	0.55
12/01/22	Color Copies or Prints	0.55
12/02/22	Color Copies or Prints	2.75
12/05/22	Color Copies or Prints	3.30
12/07/22	Color Copies or Prints	16.50
12/08/22	Color Copies or Prints	1.10
12/11/22	Color Copies or Prints	42.35
12/13/22	Color Copies or Prints	3.85
12/13/22	Color Copies or Prints	23.10
12/13/22	Color Copies or Prints	39.60
12/20/22	Color Copies or Prints	15.40
12/27/22	Color Copies or Prints	42.90
	Total	1,908.50

Postage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/20/22	Postage	9.89
	Total	9.89

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/11/22	CROWN DELIVERY & LOGISTICS - Courier Deliveries	48.30
	Total	48.30

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Alex McCammon - Alex McCammon, Taxi, Attend hearing in NJ. 11/28/2022	11.92
11/28/22	Alex McCammon - Alex McCammon, Taxi, Attend hearing in NJ. 11/28/2022	11.91
11/29/22	Alex McCammon - Alex McCammon, Taxi, Attend hearing in NJ. 11/29/2022	11.94
11/30/22	Rob Jacobson - Rob Jacobson, Taxi, Attend hearing in NJ. 11/30/2022	17.63
	Total	53.40

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Rob Jacobson - Rob Jacobson, Lodging, New York, NY to Attend hearing in NJ. 11/28/2022	500.00
11/28/22	Alex McCammon - Alex McCammon, Lodging, New York, NY to attend hearing in NJ. 11/28/2022	500.00
11/29/22	Alex McCammon - Alex McCammon, Lodging, New York, NY to Attend hearing in NJ. 11/29/2022	500.00
11/30/22	Rob Jacobson - Rob Jacobson, Lodging, New York, NY to Attend hearing in NJ. 11/30/2022	500.00
	Total	2,000.00

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Richard U. S. Howell, P.C. - Richard U. S. Howell, Agency Fee, Attend hearing in NJ. 11/28/2022	58.00
11/28/22	Richard U. S. Howell, P.C. - Richard U. S. Howell, Airfare, Newark, NJ to Attend hearing in NJ. 11/28/2022 - Coach	559.19
	Total	617.19

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/30/22	Alex McCammon - Alex McCammon, Transportation To/From Airport, Attend hearing in NJ 11/30/2022	52.80
11/30/22	Alex McCammon - Alex McCammon, Transportation To/From Airport, Attend hearing in NJ. 11/30/2022	46.97
12/02/22	BOSTON COACH CORPORATION - 11/29/2022 Francis Petrie pick up at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK drop off at U.S. COURTHOUSE 402 East State St TRENTON NJ 08608 TRENTON	637.29
12/02/22	BOSTON COACH CORPORATION - 11/29/2022 Francis Petrie pick up at U.S. COURTHOUSE 402 E State St TRENTON NJ 08601 TRENTON drop off at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK	698.53
12/02/22	BOSTON COACH CORPORATION - 11/29/2022 Christine Okike pick up at HOME drop off at U.S. COURTHOUSE 402 East State St TRENTON NJ 08608 TRENTON	600.85
12/02/22	BOSTON COACH CORPORATION - 11/29/2022 Joshua A Sussberg pick up at HOME drop off at U.S. COURTHOUSE 402 East State St TRENTON NJ 08608 TRENTON and final drop off at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK	1,011.32
	Total	3,047.76

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/29/22	Alex McCammon - Alex McCammon, Travel Meals, New York, NY Attend hearing in NJ. Alex McCammon 11/29/2022	6.70
11/29/22	Michael B. Slade - Michael B. Slade, Travel Meals, Newark, NJ Attend hearing in NJ. Michael B. Slade 11/29/2022	29.46
11/29/22	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL Attend hearing in NJ. Michael B. Slade 11/29/2022	12.85
11/30/22	Alex McCammon - Alex McCammon, Travel Meals, New York - La Guardia Attend hearing in NJ. Alex McCammon 11/30/2022	24.30
11/30/22	Alex McCammon - Alex McCammon, Travel Meals, New York, NY Attend hearing in NJ. Alex McCammon, Rob Jacobson 11/30/2022	141.05
	Total	214.36

Other Travel Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/29/22	Michael B. Slade - Michael B. Slade, Parking, Chicago, IL Attend hearing in NJ. 11/29/2022	42.00
	Total	42.00

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	Clerk, US District Court - Pro hac fees	1,050.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/20/22	Clerk of the United States District Court - Pro hac fees	1,050.00
	Total	3,584.00

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/05/22	Miller Advertising Agency Inc - Miller Advertising - New York Times Publication of NOL Notices	9,890.88
	Total	9,890.88

Outside Retrieval Service

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	CT LIEN SOLUTIONS - Lien searches for BlockFi	24,298.00
	Total	24,298.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Rob Jacobson	15.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Isabella Parette	720.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Ziv Ben-Shahar	463.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Jimmy Ryan	13.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Julia Foster	20.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Michael Koch	340.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Brian Nakhaimousa	203.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by David Hackel	1,352.00
	Total	3,126.00

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Boland, Cade on 11/28/2022	19.60
11/28/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 11/28/2022	58.75
	Total	78.35

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Margaret Reiney - Margaret Reiney, Taxi, OT. Work late.	11.00
11/28/22	Francis Petrie - Francis Petrie, Taxi, OT. Work late	14.92
11/28/22	David Hackel - David Hackel, Taxi, OT. Work late. 11/28/2022	14.98
11/28/22	David Hackel - David Hackel, Taxi, OT. Work late. 11/28/2022	14.90
11/29/22	Francis Petrie - Francis Petrie, Taxi, OT. Work late. 11/29/2022	15.98
11/29/22	Francis Petrie - Francis Petrie, Taxi, OT. Work late	15.92
11/29/22	Michael B. Slade - Michael B. Slade, Taxi, OT. Work late. 11/29/2022	59.10
11/29/22	Margaret Reiney - Margaret Reiney, Taxi, OT. Work late. 11/29/2022	11.75
11/29/22	Brian Nakhaimousa - Brian Nakhaimousa, Taxi, OT. Work late. 11/29/2022	73.76
11/30/22	Francis Petrie - Francis Petrie, Taxi, OT. Work late 11/30/2022	19.94
12/07/22	Francis Petrie - Francis Petrie, Taxi, OT. Work late. 12/07/2022	12.74
12/14/22	Brian Nakhaimousa - Brian Nakhaimousa, Taxi, OT. Work late. 12/14/2022	109.52
	Total	374.51

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/17/22	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York OT meal. Francis Petrie 12/17/2022	39.81
12/20/22	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York OT meal. Francis Petrie 12/20/2022	39.61
	Total	79.42

Rental Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/07/22	AQUIPT INC - Rental Expenses for printer for hearing in NJ	835.68
	Total	835.68

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/05/22	FEDERAL EXPRESS - 770608778032	15.90
12/05/22	FEDERAL EXPRESS - 770609076287	15.90
12/05/22	FEDERAL EXPRESS - 770609123551	15.90
12/05/22	FEDERAL EXPRESS - 770608504701	15.90
12/05/22	FEDERAL EXPRESS - 770608619340	15.90
12/05/22	FEDERAL EXPRESS - 770608907756	15.90
12/05/22	FEDERAL EXPRESS - 770609010559	15.90
12/26/22	FEDERAL EXPRESS - 770842349610	15.50
	Total	126.80

TOTAL EXPENSES **\$ 51,104.64**

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074364
Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 277,790.50

Total legal services rendered

\$ 277,790.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.40	660.00	924.00
Julia R. Foster	0.60	405.00	243.00
Rob Jacobson	66.10	1,035.00	68,413.50
Mike James Koch	1.00	660.00	660.00
Library Business Research	1.00	405.00	405.00
Sarah R. Margolis	52.00	910.00	47,320.00
Alex McCammon	0.30	1,170.00	351.00
Brian Nakhaimousa	1.00	910.00	910.00
Christine A. Okike, P.C.	22.80	1,640.00	37,392.00
Isabella J. Paretti	98.30	660.00	64,878.00
Francis Petrie	39.10	1,170.00	45,747.00
Michael B. Slade	4.90	1,645.00	8,060.50
Luke Spangler	1.50	295.00	442.50
Josh Sussberg, P.C.	0.90	1,845.00	1,660.50
Lydia Yale	1.30	295.00	383.50
TOTALS	292.20		\$ 277,790.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/22	Brian Nakhaimousa	0.30	Correspond with F. Petrie, Company re wallet motion.
12/01/22	Isabella J. Paretti	2.50	Correspond with R. Jacobson and B. Nakhaimousa re wallet diligence requests (.3); draft, research materials re same (2.2).
12/01/22	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re wallet withdrawal motion.
12/02/22	Isabella J. Paretti	4.40	Review cash management protocols re wallet accounts (.5); research materials re wallet, cryptocurrency (2.2); review filings re same (1.7).
12/03/22	Francis Petrie	0.80	Correspond with R. Jacobson, K&E team re wallet motion, diligence.
12/06/22	Rob Jacobson	0.20	Correspond with I. Paretti re wallet motion.
12/06/22	Isabella J. Paretti	3.50	Draft, revise wallet motion (3.2); correspond with R. Jacobson re same (.3).
12/07/22	Rob Jacobson	1.70	Draft, review, revise communications materials re wallet motion (1.2); correspond with I. Paretti re same (.5).
12/07/22	Brian Nakhaimousa	0.50	Correspond with F. Petrie, R. Jacobson, I. Paretti, Company re wallet motion.
12/07/22	Isabella J. Paretti	2.00	Draft, revise talking points re digital asset wallet and related relief (1.7); correspond with F. Petrie and R. Jacobson re same (.3).
12/07/22	Francis Petrie	2.20	Correspond with R. Jacobson, K&E team re wallet motion and materials (1.5); correspond re wallet notice (.7).
12/08/22	Julia R. Foster	0.60	Draft declaration re wallet withdrawal motion.
12/08/22	Rob Jacobson	6.20	Draft wallet motion (3.1); correspond with F. Petrie, K&E team re same (.6); correspond with BRG team re same (.2); review, revise wallet motion (1.9); correspond with I. Paretti re same (.4).
12/08/22	Brian Nakhaimousa	0.20	Correspond with R. Jacobson re diligence re wallet motion.
12/08/22	Isabella J. Paretti	0.60	Review, revise talking points re digital asset wallet and related relief (.3); correspond with R. Jacobson and F. Petrie re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Isabella J. Paretti	0.70	Correspond with R. Jacobson re wallet declaration (.2); review, revise same (.5).
12/08/22	Francis Petrie	0.90	Telephone conference with BRG re wallet motion, mechanics (.5); review and revise communications materials re wallet withdrawals (.4).
12/09/22	Rob Jacobson	7.90	Review, comment on wallet withdrawal motion (3.3); correspond with I. Paretti re same (.4); analyze issues re wallet withdrawal motion (1.9); analyze correspondence from Company, diligence re same (1.5); conference with Company, Haynes and Boone team re same (.6); prepare for same (.2).
12/09/22	Christine A. Okike, P.C.	1.20	Telephone conference with Company, Haynes and Boone, F. Petrie and K&E teams re Wallet motion (.5); analyze Wallet terms of service (.7).
12/09/22	Isabella J. Paretti	4.20	Review, revise declaration re wallet motion (3.4); correspond with R. Jacobson re same (.4); research re same (.4).
12/09/22	Francis Petrie	1.40	Telephone conference with Company re wallet motion diligence (.5); review wallet motion (.9).
12/10/22	Isabella J. Paretti	5.00	Draft declaration re wallet related matters, considerations (2.8); review, revise same (2.0); correspond with R. Jacobson re same (.2).
12/11/22	Sarah R. Margolis	0.20	Review, revise notice re wallet motion.
12/11/22	Francis Petrie	2.00	Review and revise wallet motion.
12/12/22	Rob Jacobson	8.10	Review, revise motion to permit withdrawals of wallet assets (3.9); conferences with F. Petrie, K&E team re same (.6); review, analyze diligence materials re same (1.2); conference with C. Okike, F. Petrie re wallet motion (.5); prepare for same (.3); review, analyze wallet withdrawal issues (.7); review, analyze terms of service re same (.9).
12/12/22	Christine A. Okike, P.C.	4.10	Review and revise wallet motion (3.6); telephone conference with F. Petrie, K&E team re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Isabella J. Paretti	1.30	Research case law re wallet motion (.6); correspond with R. Jacobson re same (.3); conference with R. Jacobson and financial advisors re same (.4).
12/12/22	Isabella J. Paretti	1.30	Review, analyze motion re wallet withdrawal relief (.7); review, revise same (.6).
12/12/22	Francis Petrie	5.40	Telephone conference with Company re wallet data requests (.5); telephone conference with S. Margolis, K&E team re wallet withdrawal motion (.5); review and revise motion re ongoing diligence (2.7); review materials, correspondence re same (1.7).
12/13/22	Rob Jacobson	8.50	Review, revise wallet motion (2.3); correspond with F. Petrie, K&E team, Company re same (.6); review, revise wallet motion re company feedback (3.9); conference with company re same (.5); correspond with F. Petrie, K&E team re wallet motion (.6); review, analyze issues re same (.6).
12/13/22	Christine A. Okike, P.C.	1.30	Review terms and conditions re product lines.
12/13/22	Christine A. Okike, P.C.	1.30	Review wallet motion.
12/13/22	Isabella J. Paretti	1.20	Review, revise declaration re wallet withdrawal relief (1.1); correspond with R. Jacobson re same (.1).
12/13/22	Francis Petrie	2.50	Review and revise wallet motion (1.9); correspond with R. Jacobson, K&E team re same (.6).
12/13/22	Michael B. Slade	0.60	Review pleadings re wallet motion.
12/14/22	Rob Jacobson	3.20	Review, revise wallet withdrawal motion (2.3); telephone conference with Company re same (.4); analyze issues re same (.3); research re same (.2).
12/14/22	Rob Jacobson	0.20	Draft diligence questions re wallet motion re materials.
12/14/22	Sarah R. Margolis	1.20	Review, analyze wallet motion (.5); correspond with R. Jacobson re same (.2); telephone conference with R. Jacobson re same (.2); review, revise same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/14/22	Alex McCammon	0.30	Telephone conference with M. Slade, R. Howell, F. Petrie, R. Jacobson re wallet motion and declaration (.2); prepare for same (.1).
12/14/22	Christine A. Okike, P.C.	2.20	Review wallet motion.
12/14/22	Isabella J. Paretti	1.80	Review, revise declaration re wallet withdrawal relief (1.7); correspond with R. Jacobson re same (.1).
12/14/22	Francis Petrie	3.90	Telephone conference with Company re data requests re wallet motion (.4); review and revise wallet motion, materials (2.8); correspond with S. Margolis, K&E team re same (.7).
12/14/22	Michael B. Slade	1.10	Telephone conference with F. Petrie, K&E team re wallet motion declarant (.4); review draft wallet motion (.7).
12/15/22	Rob Jacobson	1.60	Review, analyze issues, diligence re wallet motion (.7); correspond with F. Petrie, K&E team re declaration re same (.5); review, revise same (.4).
12/15/22	Sarah R. Margolis	8.10	Review, revise wallet motion (3.9); correspond with F. Petrie, R. Jacobson, I. Paretti re same (.4); review, revise declaration re same (3.5); correspond with R. Jacobson re same (.3).
12/15/22	Christine A. Okike, P.C.	0.20	Telephone conference with Walkers, F. Petrie, K&E teams re wallet motion.
12/15/22	Christine A. Okike, P.C.	0.50	Review wallet communications materials.
12/15/22	Isabella J. Paretti	3.10	Conference with S. Margolis re wallet withdrawal relief (.5); review, revise motion re same (1.9); correspond with S. Margolis re same (.7).
12/15/22	Isabella J. Paretti	2.70	Draft declaration re wallet withdrawal relief (2.2); revise same (.3); correspond with R. Jacobson and S. Margolis re same (.2).
12/15/22	Francis Petrie	2.90	Review and revise communications materials re wallet motion (.5); review and revise motion (1.6); correspond with Company, S. Margolis, K&E team re revisions and materials (.8).
12/15/22	Lydia Yale	0.60	Draft a notice re wallet withdrawals.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/22	Rob Jacobson	5.70	Review, revise wallet withdrawal motion (.9); correspond with Company re same (.2); conference with Company, Haynes and Boone team, BRG team re outstanding diligence re wallet motion (.4); prepare for same (.2); conference with Walkers, F. Petrie, K&E team, joint provisional liquidators, Company re wallet withdrawal motion (.9); review, revise wallet withdrawal motion re same (2.3); correspond with Company, Haynes and Boone team, F. Petrie, K&E team re same (.1); review, revise wallet withdrawal motion re joint provisional liquidators input (.7).
12/16/22	Sarah R. Margolis	4.00	Correspond with Cole Schotz re notice motion (.3); review, revise same (1.1); review, revise declaration re wallet motion (1.0); correspond with I. Paretti, R. Jacobson re same (.3); review, revise declaration re wallet motion (1.0); correspond with I. Paretti, R. Jacobson re same (.3).
12/16/22	Christine A. Okike, P.C.	1.60	Telephone conference with Company, Walkers and F. Petrie, K&E teams re wallet motion (1.1); review wallet motion (.5).
12/16/22	Isabella J. Paretti	2.30	Review, revise draft declaration re wallet withdrawal relief (.8); conference with S. Margolis re same (.3); review, analyze declaration in support of wallet withdrawal relief re international, Bermuda considerations (1.0); conference with F. Petrie and R. Jacobson re same (.2).
12/16/22	Francis Petrie	3.30	Review drafts re wallet withdrawal motion and order (.7); telephone conference with joint provisional liquidators, Company, Walkers team re same (.5); review and revise motion re updates (1.2); correspond with R. Jacobson, K&E team re same (.6); telephone conference and correspond with Company re data requests (.3).
12/16/22	Michael B. Slade	0.40	Review pleadings re wallet motion.
12/16/22	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie, K&E team re miscellaneous matters including wallet motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/17/22	Rob Jacobson	2.70	Review, revise wallet withdrawal motion (1.9); review, analyze issues re same (.4) correspond with F. Petrie, K&E team re same (.4).
12/17/22	Sarah R. Margolis	0.30	Review, revise declaration re wallet motion.
12/18/22	Rob Jacobson	4.40	Review, revise wallet withdrawal motion (3.4); correspond with C. Okike, F. Petrie re same (.4); correspond with Company, Walkers, Haynes and Boone re same (.6).
12/18/22	Sarah R. Margolis	3.20	Review, revise wallet motion declaration (3.0); correspond with I. Paretti, R. Jacobson re same (.2).
12/18/22	Christine A. Okike, P.C.	2.70	Review and revise wallet motion (2.3); telephone conference with Walkers re same (.2); telephone conference with Company re same (.2).
12/18/22	Christine A. Okike, P.C.	0.70	Review communications re wallet motion.
12/18/22	Isabella J. Paretti	0.90	Review, revise motion re digital asset related relief (.7); correspond with F. Petrie re same (.2).
12/18/22	Isabella J. Paretti	2.50	Review, revise declaration re updated digital asset related relief (1.5); review motion re same (.6); correspond with R. Jacobson re same (.2); correspond with S. Margolis re same (.2).
12/18/22	Michael B. Slade	1.40	Review, revise inserts re disclosures (.5); review and edit wallet motion (.7); correspond with F. Petrie, K&E team re same (.2).
12/18/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re wallet motion.
12/19/22	Rob Jacobson	1.70	Review, revise wallet motion re filing (.7); correspond with Haynes and Boone team, Cole Schotz team, K&E team re same (.6); correspond with C Street re same (.4).
12/19/22	Sarah R. Margolis	3.20	Review, revise wallet declaration (2.9); correspond with I. Paretti re same (.1); review, analyze wallet motion re same (.2).
12/19/22	Isabella J. Paretti	0.90	Review, revise pleadings re wallet withdrawals (.6); correspond with S. Margolis re same (.1); correspond with R. Jacobson re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Francis Petrie	4.60	Review and revise wallet withdrawal motion (2.1); correspond with R. Jacobson, K&E team re filing (1.3); review objections and materials (.7); correspond with K&E team re same (.5).
12/19/22	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie, K&E team re wallet motion.
12/20/22	Rob Jacobson	0.60	Conference with S. Margolis, I. Paretti, F. Petrie re wallet withdrawal relief objections, tracker and draft reply (.4); prepare for same (.2).
12/20/22	Rob Jacobson	2.70	Review, comment on declaration in support of wallet withdrawal motion (1.6); review, analyze BlockFi terms re same (.9); correspond with I. Paretti, K&E team re same (.2).
12/20/22	Sarah R. Margolis	6.00	Review, revise wallet declaration (3.2); review, analyze wallet withdrawal relief motion precedent (.5); draft reply (1.0); review, analyze objections to motion, tracker (1.0); correspond with R. Jacobson, I. Paretti re same (.3).
12/20/22	Christine A. Okike, P.C.	1.00	Analyze Wallet motion objections.
12/20/22	Isabella J. Paretti	6.00	Conference with S. Margolis re wallet withdrawal motion-related matters, considerations (.6); revise objection tracker re same (1.3); correspond with R. Jacobson re same (.3); revise, review declaration re same (3.8).
12/20/22	Isabella J. Paretti	1.10	Conference with F. Petrie, R. Jacobson, and S. Margolis re replies to objections (.4); review, revise tracker re same (.7).
12/20/22	Francis Petrie	1.10	Review wallet terms and materials (.2); correspond with R. Jacobson, K&E team re same (.2); telephone conference with C. Okike, K&E team re wallet reply to objections (.3); correspond with K&E team re follow up to wallet motion, next steps (.4).
12/20/22	Luke Spangler	0.70	Research re objection trackers (.2); correspond with S. Margolis re same (.5);
12/20/22	Luke Spangler	0.80	Draft reply to wallet withdrawal motion.
12/21/22	Rob Jacobson	1.10	Review, comment on declaration in support of wallet withdrawal relief.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/22	Sarah R. Margolis	5.80	Conference with J. Ryan, T. Eck, I. Paretti re objections re wallet motion (.5); correspond with I. Paretti, R. Jacobson re same (.2); review, revise declaration (3.0); review, analyze various terms of service re same (1.0); review, analyze objections re wallet motion (.6); review, analyze tracker re same (.5).
12/21/22	Isabella J. Paretti	6.20	Review declaration re wallet withdrawal motion (2.9); revise same (2.5); correspond with R. Jacobson re same (.2); correspond with F. Petrie and K&E team re same (.2); correspond with S. Margolis re same (.4).
12/21/22	Francis Petrie	0.70	Correspond with R. Jacobson, K&E team re wallet motion materials, objection status.
12/21/22	Josh Sussberg, P.C.	0.10	Correspond re objections to wallet motion.
12/22/22	Sarah R. Margolis	1.70	Review, analyze wallet declaration (1.0); correspond with I. Paretti re same (.2); review, analyze objections, objection tracker (.5).
12/22/22	Christine A. Okike, P.C.	0.70	Review objections to wallet motion.
12/22/22	Isabella J. Paretti	3.70	Review, revise tracker re objections (2.9); correspond with S. Margolis re same (.4); correspond with R. Jacobson re same (.2); correspond with C. Okike re same (.2).
12/22/22	Francis Petrie	0.40	Correspond with R. Jacobson, K&E team re cash management compliance (.2); review order and correspondence re same (.2).
12/22/22	Francis Petrie	0.40	Correspond with claimants re objections to wallet motion (.1); correspond with R. Jacobson, K&E team re same (.1); review materials re same (.2).
12/22/22	Lydia Yale	0.70	Research re custody motions, related matters.
12/23/22	Sarah R. Margolis	1.20	Review, revise wallet declaration (.9); review, analyze objections, objection tracker (.3).
12/23/22	Isabella J. Paretti	5.30	Research case law re reply in support of wallet withdrawal relief (3.8); review, revise reply re same (1.3); correspond with S. Margolis re same (.2).
12/24/22	Isabella J. Paretti	1.70	Review, revise pleadings re wallet withdrawal (1.5); correspond with S. Margolis re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/26/22	Rob Jacobson	2.40	Review, comment on Bermuda summons, affidavit re wallet withdrawal relief (.9); correspond with F. Petrie, K&E team re same (.2); review comment on wallet withdrawal motion declaration (1.3).
12/26/22	Sarah R. Margolis	3.30	Review, revise wallet motion declaration (1.0); correspond with I. Paretti, R. Jacobson re same (.2); review, analyze objections re same (.2); draft reply re same (1.9).
12/26/22	Christine A. Okike, P.C.	0.90	Review wallet motion objections (.4); review international wallet pleadings (.5).
12/26/22	Isabella J. Paretti	3.90	Review, revise pleadings re wallet withdrawal motion (1.8); analyze same (.3); research terms of service re same (1.5); correspond with S. Margolis re same (.3).
12/26/22	Isabella J. Paretti	1.60	Review, revise tracker re wallet withdrawal motion objections (.4); analyze communications, docket re same (1.2).
12/26/22	Francis Petrie	1.30	Review wallet declaration and associated materials.
12/26/22	Michael B. Slade	1.40	Review and edit declaration re wallet motion (1.2); correspond with F. Petrie, K&E team re same (.2).
12/27/22	Rob Jacobson	2.50	Review, comment on declaration in support of wallet withdrawal motion (2.4); correspond with F. Petrie, K&E team re same (.1).
12/27/22	Sarah R. Margolis	1.20	Review, revise declaration (.8); review, revise objection tracker (.2); review, analyze terms of service re same (.2).
12/27/22	Christine A. Okike, P.C.	1.20	Review objections to wallet motion (.7); analyze strategy re same (.5).
12/27/22	Isabella J. Paretti	2.30	Review, revise declaration re wallet withdrawal motion (1.6); correspond with S. Margolis re same (.2); correspond with R. Jacobson re same (.3); correspond with F. Petrie re same (.2).
12/27/22	Isabella J. Paretti	2.50	Review, revise tracker re objections to wallet withdrawal motion (2.1); review docket re same (.3); correspond with S. Margolis re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/27/22	Isabella J. Paretti	4.30	Research case law re wallet withdrawal objections (.8); draft response re same (3.0); review, revise same (.4); correspond with S. Margolis re same (.1).
12/27/22	Francis Petrie	1.60	Review and revise wallet declaration (1.1); correspond with R. Jacobson, K&E team re same (.5).
12/27/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re Wallet motion.
12/28/22	Rob Jacobson	2.00	Review, comment on wallet withdrawal declaration (.9); correspond with F. Petrie, K&E team re same (.3); review, analyze diligence, issues re same (.8).
12/28/22	Sarah R. Margolis	6.40	Review, revise wallet declaration (1.9); correspond with C. Okike, R. Jacobson, I. Paretti re same (.4); review, revise reply (2.1); case law research re same (.8); review, revise same re same (1.2).
12/28/22	Christine A. Okike, P.C.	1.80	Review objections to Wallet motion (.4); review Wallet declaration (1.4).
12/28/22	Isabella J. Paretti	4.20	Review, revise declaration re wallet withdrawal motion (2.6); correspond with S. Margolis re same (.5); conference with S. Margolis re same (.2); research wallet diligence re same (.5); correspond with R. Jacobson re same (.2); correspond with F. Petrie re same (.2).
12/28/22	Isabella J. Paretti	1.50	Review, revise tracker re wallet withdrawal objections (1.1); correspond with S. Margolis re same (.1); correspond with C. Okike re same (.2); correspond with R. Jacobson re same (.1).
12/28/22	Francis Petrie	1.90	Review and revise wallet declaration (.7), correspond with R. Jacobson, K&E team re same (.7); correspond with R. Jacobson, K&E team re revised order and additional language (.5).
12/28/22	Josh Sussberg, P.C.	0.20	Correspond with Company, F. Petrie, K&E team re wallet motion and adversary proceeding.
12/29/22	Rob Jacobson	2.70	Review, comment on wallet objection tracker (1.4); analyze issues, diligence re same (.5); review, analyze objections to wallet relief re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/29/22	Library Business Research	1.00	Research re platform pause.
12/29/22	Sarah R. Margolis	3.00	Review, revise wallet declaration.
12/29/22	Christine A. Okike, P.C.	1.40	Review objections to wallet motion (.5); analyze strategy re same (.9).
12/29/22	Isabella J. Paretti	7.40	Correspond with S. Margolis re wallet withdrawal motion (.4); correspond with R. Jacobson re tracker re wallet withdrawal objections (.3); correspond with F. Petrie re same (.1); review, revise tracker re same (1.4); review, revise pleading re wallet withdrawal considerations (3.9); research case law re same (.6); correspond with S. Margolis re same (.3); correspond with document services re same (.2); correspond with C. Okike re same (.2).
12/29/22	Francis Petrie	1.30	Review and revise wallet withdrawal declaration (.7); correspond with Company, R. Jacobson, K&E team re same (.3); review and revise communications materials re wallet accounts (.3).
12/30/22	Trevor Eck	1.40	Draft wallet terms of service summary re wallet withdrawal motion issue.
12/30/22	Mike James Koch	1.00	Review, revise tracker re pro se objections to wallet motion (.9); correspond with I. Paretti re same (.1).
12/30/22	Sarah R. Margolis	3.20	Review, revise wallet reply.
12/30/22	Isabella J. Paretti	2.70	Review, revise tracker re wallet withdrawal objections (2.0); correspond with M. Koch re same (.2); correspond with R. Jacobson re same (.2); review diligence re wallet relief (.3).
12/30/22	Isabella J. Paretti	2.80	Research case law re defenses re wallet withdrawal objections (.7); review, revise pleadings re wallet withdrawal motion (1.9); correspond with S. Margolis re same (.1); correspond with R. Jacobson re same (.1).
12/31/22	Isabella J. Paretti	0.20	Correspond with F. Petrie re objections to wallet withdrawal motion (.1); review docket re same (.1).

Total**292.20**